

State of Idaho

Department of State

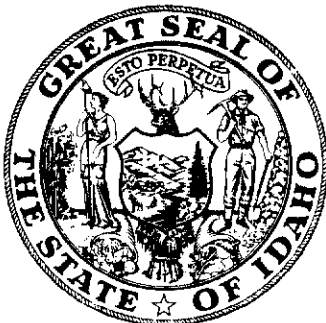
CERTIFICATE OF INCORPORATION OF

THE COUNCIL OF THE FLEET RESERVE
ASSOCIATION, INCORPORATED, THE STATE OF IDAHO
File Number C 117991

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of THE COUNCIL OF THE FLEET RESERVE ASSOCIATION, INCORPORATED, THE STATE OF IDAHO duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: January 23, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

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ARTICLES OF INCORPORATION JAN 23 1 04 PM '97

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CK #: 328 CUST# 75348

OF

SECRETARY OF STATE
STATE OF IDAHO

DATE 01/23/1997 0900 57759

OFFICE OF STATE

**THE COUNCIL OF THE FLEET RESERVE ASSOCIATION, INCORPORATED, THE
STATE OF IDAHO**

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each of whom is a natural person and a citizen of the United States of America, over and above the age of twenty-one years, and each of whom is a member of The Fleet Reserve Association, Incorporated, and all other members of The Fleet Reserve Association have and do hereby voluntarily associate ourselves together for the purpose of forming, and do hereby form, a Social and Benevolent corporation under the laws of the State of Idaho, and we do hereby set forth, declare and certify:

First: - That the name of this corporation is: **THE COUNCIL OF THE FLEET
RESERVE ASSOCIATION,
INCORPORATED, THE STATE OF
IDAHO**

Second: - That the purposes for which this corporation are formed are: With reverence for God and Country and being ever mindful of the glorious traditions of the United States Navy, Marine Corps and Coast Guard; our duty to uphold and defend the Constitution of the United States of America; our responsibility to aid in maintaining adequate defense for our beloved country; our desire to assist in obtaining the best type of personnel for our Sea Services; our interest in the welfare of those who served and are now serving; our devotion to our Shipmates, in good fortune or distress; our reverence for the memory of our departed Shipmates.

To cultivate social intercourse among its members and assist in improving the health and physical condition of its members; to manage and conduct entertainments, amusements, diversions, excursions athletic contests and social meetings of its members; to promote and conduct entertainments, athletic contests, excursions, amusements and diversions to defray the expenses of this corporation; to promote and encourage the sport, pleasure, exercise and recreation of its members and others, and to enter into any and all contracts necessary in conduction its affairs; and do any and all other things whatsoever which may be requisite, expedient, necessary or proper in and about his corporation is formed.

To borrow money without limit as to amount for any purpose or purposes of this corporation, whether secured or unsecured, and to make, execute, issue, and deliver therefor notes, bonds, debentures, or other evidences of indebtedness of any kind or mortgage, pledge or otherwise upon any or all property, both real and personal, or real or personal, belonging to or owned by this corporation, at the time of the giving of such security, or to be acquired by it subsequent thereto.

To lease, purchase, or otherwise acquire, own, hold, manage, use, operate, sell, transfer and/or convey such real and/or personal property as may be necessary, expedient, proper and/or

appropriate to the carrying out of the purposes herein mentioned; to build, construct, erect and/or otherwise acquire such buildings, memorials, clubhouses and/or other structures as may be necessary, expedient, proper, and/or appropriate to carrying out of the purposes of this corporation and to lease, purchase, or otherwise acquire, own, hold, manage, use, operate, sell, transfer and/or convey any or all such buildings, memorials, clubhouses and/or the structures; to take and receive donation of real and/or personal property by gift, grant, devise, bequest, or otherwise, and to own, hold, manage, lease, use, operate, sell, transfer and/or convey any or all such property.

To do each and every thing essential, necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear necessary to, conducive to, or expedient for the accomplishment of the purposes herein set forth or for the protection, extension, development or benefit of this corporation, or any of its property,

It is hereby expressly provided that the foregoing enumeration of purposes shall not be held to limit or restrict in any manner the general powers of this corporation.

Third: - That the duration of this corporation shall be perpetual.

Fourth: - That the place where the principal business of this corporation is to be transacted is Pocatello, Idaho, and the location of the post-office address in the State of Idaho, is Pocatello, Idaho.

Fifth: - That there are no authorized shares of stock in this corporation, and that there is no capital stock, and there are no shares of stock.

Sixth: - That this is a social and benevolent corporation, and pecuniary profit is not its object.

Seventh: - That each member in good standing of **THE FLEET RESERVE ASSOCIATION** is a member of this corporation, and each person, who shall hereafter become a member of said Association, shall ipso facto become a member of this corporation, and each member of said Association shall be and remain a member of this corporation, as long as he shall be a member of said Association, in good standing and no other qualification, election or admission to membership shall be required. Loss of membership in said Association shall ipso facto constitute a loss of membership in this corporation.

Eighth: - That the number of directors of this corporation shall be three (3) who shall be members of **THE COUNCIL OF THE FLEET RESERVE ASSOCIATION, INCORPORATED, THE STATE OF IDAHO** President, **THE COUNCIL OF THE FLEET RESERVE ASSOCIATION, INCORPORATED, THE STATE OF IDAHO** Vice-President, and **THE COUNCIL OF THE FLEET RESERVE ASSOCIATION, INCORPORATED, THE STATE OF IDAHO** Secretary-Treasurer. Each shall be a member of this corporation, and no other qualification shall be required.

Ninth: - That the name and address of the directors and initial incorporators of this corporation, who have been elected for the year and until the election and qualification of their

successors, are as follows:

<u>NAMES</u>	<u>STREET ADDRESSES</u>
<u>James CLARKE</u>	<u>214 N.E. Main Blackfoot, Id. 83221-2328</u>
<u>Robert D. GREEN</u>	<u>1261 E. Peacock St. Meridian, Id. 83642-6696</u>
<u>Kenneth E. PITCHER</u>	<u>2887 Knollcrest Dr. Lewiston, Id. 83501-6707</u>

Tenth: - By-Laws for this corporation may be adopted, repealed or amended at any annual membership meeting, or at any special meeting of the members called for that purpose by a vote representing a majority of the members present, or by the written consent, duly acknowledged in the same manner as conveyances of real estate are required by law to be acknowledged of a majority of the members of this corporation, which written consent may be in one or more instruments.

Eleventh: - Three (3) members of this corporation shall constitute a quorum at any meeting of the members thereof.

Twelfth: - Registered agent: The initial registered agent of this corporation is:

James CLARKE

Name

214 N.E. Main

Street Address

Post Office Address

Blackfoot, Id 83221-2328

City, State, and Zip

Thirteenth: - Voting - Each member of **THE COUNCIL OF THE FLEET RESERVE ASSOCIATION, INCORPORATED, THE STATE OF IDAHO** shall have one (1) vote per member on each matter submitted to a vote of the membership.

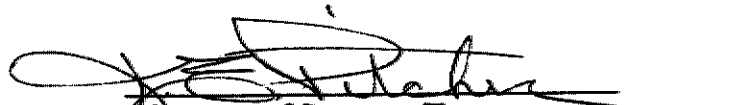
Fourteenth: - In the event that there is a dissolution of **THE COUNCIL OF THE FLEET RESERVE ASSOCIATION, INCORPORATED, THE STATE OF IDAHO** corporation, all assets will be equally distributed between the Branches of the Fleet Reserve of the State of Idaho.

Fifteenth: - The membership may from time to time adopt By-Laws of this corporation

DATED This ____ day of _____, 1997.


Signature of President


Signature of Vice-President


Signature of Secretary/Treasurer