



CERTIFICATE OF INCORPORATION
OF

THE IDAHO HUMANE SOCIETY AUXILLIARY, INC.

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 IDAHO HUMANE SOCIETY AUXILLIARY, INC.

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 February 22, 19 82.



SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF INCORPORATION

OF THE STATE OF IDAHO

THE IDAHO HUMANE SOCIETY AUXILLIARY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are of full age, citizens of the United States of America and residents of the State of Idaho, have this day voluntarily associated ourselves together and do hereby and by these Articles of Incorporation unite and associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, according to and in compliance with Chapter 3, Title 30, of the Idaho Code, for the purposes hereinafter stated:

ARTICLE I

The name of this corporation shall be THE IDAHO HUMANE SOCIETY AUXILLIARY, INC.

ARTICLE II

The term for which the corporation shall exist shall be in perpetuity.

ARTICLE III

The location and post office address of the registered office of this corporation in the State of Idaho shall be 1602 East Jefferson Street, Boise, Idaho, 83702, but the corporation shall have the power to establish offices at other points within and without the State of Idaho. The registered agent at the above address is Toni F. Bastida.

ARTICLE IV

The corporation shall not be for pecuniary gain or profit, and is formed for the following purposes and objects:

(a) To act as an extension or auxilliary of The Idaho Humane Society, Inc., a non-profit Idaho corporation, to include

but not be limited to the establishment, management, supervision and control of all donations, contributions and volunteer services acquired or received as a result of solicitations, efforts and work product of this corporation, and to do any and all things necessary to be done for the care, maintenance and assistance for the animals located at The Idaho Humane Society, Gowen Field, Boise, Idaho, or wherever else said shelter may be established.

(b) To acquire the good will, rights and property of any person, firm, association, or corporation, and to pay for the same in cash, stocks, notes, or bonds of this corporation, or otherwise.

(c) To enter into contracts and to incur obligations as are consistent with the objects and purposes of this corporation; but the private property of the officers, directors and members of the corporation shall be exempt from the debts of the corporation, and no officer, director or member shall be individually or collectively liable or responsible for any debts or liabilities of the corporation.

(d) To purchase, own, lease, hold, improve, sell and convey such real estate, and to construct, lease and maintain thereon such buildings and other improvements, as shall be necessary or proper for conducting the business of this corporation, either within or without the State of Idaho; and to buy, own, lease, improve, sell or convey such other real estate as shall be required by this corporation in the conduct of its business.

(e) To purchase, own, hold, vote, sell, or hypothecate the stocks and bonds of other corporations, and to take in the name of this corporation such stocks, bonds, mortgages, notes, deeds, conveyances, or other evidence of indebtedness, ownership, title or security as may be acquired by this corporation in the usual and ordinary transaction of its business.

(f) To borrow money in the name of this corporation in such amounts as the Board of Directors may determine, provided, however, said sum shall not exceed \$5,000.00 without the prior consent of the Board of Directors of the Idaho Humane Society, Inc., and issue as evidence thereof notes, bonds, or other evidence of indebtedness of this corporation, and to secure the payment of the same, when required, by mortgage, trust deeds, pledges, assignments, or other conveyance of all, or any portion of its property, real or personal.

(g) To obtain licenses for, carry on and promote any business whatsoever which may seem to the Board of Directors of this corporation capable of being carried on in connection with the foregoing objects and purposes, or calculated directly or indirectly to promote the interest of the corporation, or to enhance the value of its property, and generally to have, enjoy, and exercise all the rights, powers and privileges which are now or which may hereafter be conferred upon corporations organized under the laws of the State of Idaho.

(h) To carry out the objects and purposes for which this corporation is formed, as principal, agents, or otherwise, to the same extent as natural persons might do.

(i) To conduct the business of this corporation as herein set out at any place or places within the State of Idaho, or in any other State or territory of the United States, as the Board of Directors may from time to time determine.

(j) It is the intention of the incorporators of this organization that the foregoing clauses shall be construed both as objects and powers and the foregoing enumeration of specific powers shall not be construed to limit or restrict in any manner the powers of the corporation, but that said corporation shall have power to do all and everything necessary, suitable, convenient

or proper for the accomplishment of any of its purposes, or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and this to the same extent and as fully as natural persons might or could do.

(k) To engage in civic enterprises with civic and commercial organizations, to conduct educational fairs, expositions, clinics and social functions such as picnics, outings and parties, and to own, maintain and operate a thrift shop or sell goods and wares at any bazaar or other market.

(l) To cooperate with similar societies or groups in advancing and promoting the objects herein set forth, or incident thereto.

(m) To receive and accept any and all donations, gifts and gratuities to be used in carrying out the objects and purposes of the corporation.

ARTICLE V.

There shall be no authorized capital stock, but membership certificates shall be issued to each member in a form and manner prescribed by the Board of Directors, which membership shall be subject to such regulation as the By-Laws of the corporation may prescribe.

ARTICLE VI.

The rights and interests of all members shall be equal, except as provided in Article VII herein. No member can have or acquire a greater interest therein than any other member. Membership certificates cannot be assigned so the transferee thereon can, by such transfer, become a member of this corporation, except by resolution of the Board of Directors, and under such regulations as the By-Laws may prescribe.

ARTICLE VII.

The number of Directors of the corporation shall be three but not more than five in number, provided that said Directors shall be members of the corporation, and provided further, that said directors shall be the only voting members of said corporation.

The name and post office address of each of the initial directors named by the corporation to serve until the first election of directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Toni F. Bastida	1602 E. Jefferson Street Boise, Idaho 83702
Kathryn G. Mushake	3804 Hillcrest Drive Boise, Idaho 83705
Howard I. Manweiler	200 North 4th Street Boise, Idaho 83702

ARTICLE VIII.

The corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, by the affirmative vote of two-thirds of the members of the Board of Directors present and voting at such meeting, or at any meeting duly called for that purpose; provided that a quorum, as specified in the By-Laws of the corporation or the laws of the State of Idaho, be present.

IN WITNESS WHEREOF, The parties hereto have hereunto set their hands this 19th day of February, 1982.

Toni F. Bastida
Toni F. Bastida

Kathryn G. Mushake
Kathryn G. Mushake

Howard I. Manweiler
Howard I. Manweiler