

ARTICLES OF INCORPORATION

OF

IDAHO FALLS FRATERNAL ORDER OF POLICE LODGE NO. 6, INC.

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**SECRETARY OF STATE
STATE OF IDAHO**

The undersigned, acting as incorporator of a nonprofit corporation (the "Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation for the Corporation.

ARTICLE 1. NAME.

The name of the Corporation is: Idaho Falls Fraternal Order of Police Lodge No. 6, Inc.

ARTICLE 2. TYPE OF NONPROFIT CORPORATION.

The Corporation is a fraternal beneficiary order or similar organization within the meaning of Section 501(c)(8) of the Internal Revenue Code of 1986, as amended from time to time, and exempt from taxation pursuant to Section 501(a) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE 3. PURPOSE.

The Corporation is organized and shall be operated exclusively for purposes permitted by Section 501(c)(8) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provisions of any future federal tax laws. The Corporation is authorized to exercise all powers granted by law necessary and proper to carry out the foregoing purpose, including but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation

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formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE 4. LIMITATIONS.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation. Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Section 501(c)(8) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws, and (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, except as may be permitted under Section 501(h) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 5. INITIAL MEMBERS OF THE BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors in accordance with the Corporation's Bylaws, as may be amended from time to time. The

names and addresses of the persons constituting the initial members of the Corporation's Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Todd Ericsson	P.O. Box 1542, Idaho Falls, Idaho 83403
Steve Hunt	P.O. Box 1542, Idaho Falls, Idaho 83403
Brian Simons	P.O. Box 1542, Idaho Falls, Idaho 83403
Rob Willsey	P.O. Box 1542, Idaho Falls, Idaho 83403
Jon Johnson	P.O. Box 1542, Idaho Falls, Idaho 83403

ARTICLE 6. MEMBERS.

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. The qualification of members shall be as set forth in the bylaws.

ARTICLE 7. REGISTERED OFFICE AND AGENT.

The location of this Corporation is in the City of Idaho Falls, County of Bonneville, State of Idaho. The address of the initial registered office is 605 N. Capital, Idaho Falls, Idaho 83402, and the name of the initial registered agent at this address is Steve Hunt.

ARTICLE 8. INCORPORATOR.

The Corporation's Incorporator is Joseph D. Mallet whose street address is 5987 W. State Street, Suite B., Boise, Idaho 83703.

ARTICLE 9. DISTRIBUTION ON DISSOLUTION.

Upon dissolution or final liquidation, after payment or provision for payment of all of the liabilities of the Corporation, the remaining assets of the Corporation shall be distributed consistent with the purposes of the Corporation to such organization or

organizations as shall at that time qualify as exempt organizations under Section 501(a) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE 10. LIMITATION ON LIABILITY.

No director of the Corporation shall be personally liable to the Corporation or for monetary damages for conduct as a director, provided that this Article shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Act. No amendment to the Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective date of the amendment.

ARTICLE 11. INDEMNIFICATION.

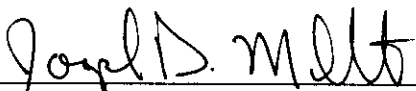
No director or uncompensated officer shall have any personal liability to the corporation for monetary damages for conduct as a director or officer, provided that this provision shall not be deemed to eliminate or limit the liability of a director or officer for:

- (a) Any breach of the director's or officer's duty of loyalty to the corporation;
- (b) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

- (c) Any unlawful distribution;
- (d) Any transaction from which the director or officer derived an improper personal benefit; or
- (e) Any act or omission in violation of the Act, or the corresponding provisions of any future Idaho nonprofit corporation law.

DATED: March 28, 2003.

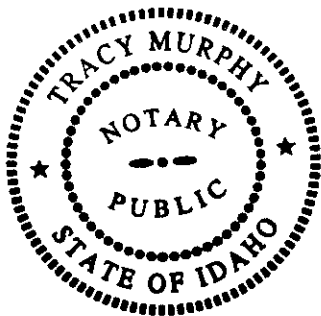
INCORPORATOR



Joseph D. Mallet

STATE OF IDAHO)
) ss.
County of Ada)

I, Tracy Bateman Murphy, a Notary Public, do hereby certify that on this 28th day of March, 2003, personally appeared before me Joseph D. Mallet, who being first duly sworn, declared that she was the person who signed the foregoing document on behalf of said corporation, as incorporator, and that the statements therein contained are true.



Tracy Murphy

NOTARY PUBLIC FOR IDAHO
Residing at Boise, Idaho
My Commission Expires: 3/28/07