

State of Idaho

Department of State

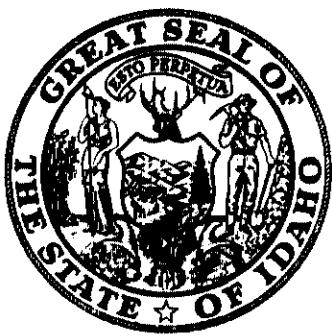
CERTIFICATE OF INCORPORATION OF

ELK CITY BOOSTER CLUB, 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 ELK CITY BOOSTER CLUB, 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: April 7, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By Tonya Herold

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION APR 7 AM 8 43

ELK CITY BOOSTER CLUB, INC.

ARTICLE I - OFFICES

The principal office of the corporation in the State of Idaho shall be located in the office of Michael Edmondson, located at 2215 Elk Creek Road, Elk City, Idaho; County of Idaho. The corporation may have such other offices, either within or without the State of incorporation as the board of directors may designate or as the business of the corporation may from time to time require. The registered agent for this office is the President, Michael Edmondson.

ARTICLE II - NAME AND PURPOSE

SECTION 1 This non-profit corporation shall be known and designated as the Elk City Booster Club, Inc. The duration of the corporation shall be perpetual. In the event that this corporation shall be dissolved for any reason all assets will go to the community of Elk City and be managed and controlled by the citizens of Elk City.

SECTION 2 The purposes and objects for which this corporation is formed are as follows: To promote the welfare of Elk City, Idaho, and the region as a whole; to cooperate with all levels of government, local, state, and federal, and with all interested private individuals and legal entities in the furthering of all such purposes; to accept and use all federal or state funds available, and any private funds which may be made available to the corporation for its uses and purposes; to make all necessary studies and surveys, to borrow money, to buy, sell, hold, acquire, own, mortgage, hypothecate, transfer, lease, exchange, trade or otherwise acquire, or dispose of real and personal property; to exercise those powers commonly exercised by natural persons and to do all sets or things useful or incidental to the purposes for which this corporation is constituted.

IDaho SECRETARY OF STATE
19940315 0900 62823 2
CK #: 104 CUST# 32117
CORP 10 30.00= 30.00

* : C

ARTICLE III - MEMBERSHIP

SECTION 1 Any person, firm, corporation, partnership, or association, either a resident of or engaged in some activity, or doing business at Elk City who is interested in the general welfare and development of the community and in the purposes and objectives of this corporation shall be eligible to membership.

SECTION 2 Each member shall pay such annual dues as may be prescribed by the organization. Dues are payable on a calendar year basis and each member shall be given a membership card.

SECTION 3 Members shall be entitled to attend all meetings of the Elk City Booster Club and all paid members shall have equal voting power.

ARTICLE IV - EXECUTIVE COMMITTEE

SECTION 1 The executive Committee shall consist of the President, Vice President, Secretary, Treasurer, Board of Directors and retiring President.

SECTION 2 The duties of the Executive Committee shall be fact finding, and making recommendations to the general membership for consideration at the monthly meetings.

SECTION 3 A majority of the members of the Executive Committee shall constitute a quorum of the Executive Committee.

SECTION 4 The Chairman of the Executive Committee shall be elected by the members of the Committee at the first Executive Committee meeting following the elections of officers and directors.

SECTION 5 The Executive Committee shall meet whenever they deem necessary.

SECTION 6 The Executive Committee shall submit nominations for officers and directors at least one month before the election meeting in January. Any member nominated must be contacted prior to submitting the nomination. Any member of the corporation may also submit nominations at any time prior to the election meeting.

ARTICLE V - DIRECTORS

SECTION 1 At the January meeting of the Elk City Booster Club, Inc., after the adoption of these By-Laws, there shall be elected from the membership a board of Directors consisting of five (5) persons.

SECTION 2 No person shall be elected to the Board of Directors nor continue to serve as a Director who is not a paid member of the Elk City Booster Club, Inc.

SECTION 3 No member of the Board of Directors may serve as an officer during the same year as his Directorship. A Director may serve as many consecutive terms on the Board as the general membership desires.

SECTION 4 The duties of the Board of Directors shall be to act as Chairmen of those Standing Committees which are perpetual in the Booster Club (These committees are the Airport and Community Hall). Standing Committees are to be added for other community projects as the need arises.

SECTION 5 A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

ARTICLE VI - OFFICERS

SECTION 1 The officers of the corporation shall be President, Vice President, Secretary, and Treasurer.

SECTION 2 The duties and powers of the officers shall be implied by their office and any such duties as determined by the corporation.

SECTION 3 The President shall appoint all committees, subject to the approval of the general membership and he/she may discharge committees when their duties have been performed or when they are no longer needed.

SECTION 4 The retiring President of the corporation shall automatically serve as a member of the Executive Committee.

SECTION 5 The secretary shall keep the minutes of the Elk City Booster Club, Inc. and conduct its correspondence.

SECTION 6 The Treasurer shall have check-signing authority and each check must be countersigned. Two of three signatures shall be required. It is preferable that the required signatures be those of the elected officers. He/She shall receive all money paid to the organization and submit a report at the monthly meeting and other reports when requested. He/She shall have custody of all funds and make disbursements as instructed by the general membership.

SECTION 7 In the event of formal request of vacancy of elected officers, an election will be held within 30 days or at the next regular meeting to fill the vacancy.

ARTICLE VII - MEETINGS

SECTION 1 The regular meetings of the Elk City Booster Club, inc. will be held on the (second (Monday) of each month at whatever place chosen by the Executive Committee. All meetings shall be conducted according to Roberts Rules of Order.

SECTION 2 Such other meetings of the corporation shall be held as may be determined by the Executive Committee.

SECTION 3 Ten (10) paid members shall constitute a quorum and is necessary for the transaction of business at any regular meeting. A two-thirds (2/3) majority affirmative vote of those present is required to carry an issue.

SECTION 4 Election of officers and directors shall be at the first meeting of the year. Nominations from the floor shall be entertained at this time.

SECTION 5 The annual meeting of the corporation shall be the regular meeting in February each year. Newly elected officers shall be installed and begin their duties at this time.

ARTICLE VIII - MISCELLANEOUS

SECTION 1 The fiscal year shall coincide with the calendar year.

SECTION 2 When there is more than one nomination for any office, the election for that office shall be by written ballot.

SECTION 3 The corporation shall not pledge any future action or policy without having it referred to the Executive Committee for recommendation.

SECTION 4 These By-Laws may be repealed, amended, altered, or new By-Laws adopted at any meeting of the corporation by a vote of two-thirds (2/3) of the members present, provided that notice of such intended action is announced and the proposed changes or additions are read aloud to the membership in attendance at two consecutive regular meetings, with the final vote by the membership, upon such changes or additions, being taken at the third such consecutive meeting.

SECTION 5 A copy of these By-Laws shall be kept in the Secretary's files at all times.

SECTION 6 All committee reports and correspondence shall be turned over to the Secretary and become permanent records of the Elk City Booster Club, Inc..

ARTICLE IX -- INITIAL DIRECTORS

NAME	ADDRESS	
JAMES BOROWITZ	P.O. BOX 259	ELK CITY, IDAHO 83525
SUSAN BOROWITZ	P.O. BOX 259	ELK CITY, IDAHO 83525
JAMIE EDMONDSON	P.O. BOX 360	ELK CITY, IDAHO 83525
MARILYN WOODS	P.O. BOX 387	ELK CITY, IDAHO 83525
TRENT WOODS	P.O. BOX 387	ELK CITY, IDAHO 83525

ARTICLE X - INCORPORATORS

NAME	ADDRESS
JAMIE EDMONDSON <i>Jamie Edmondson</i>	P.O. BOX 360, ELK CITY, ID 83525 DATE <u>3-24-94</u>
EARL SHERER <i>Earl W. Sherer</i>	P.O. BOX 270, ELK CITY, ID 83525 DATE <u>3-24-94</u>
TRENT WOODS <i>Trent Woods</i>	P.O. BOX 387, ELK CITY, ID 83525 DATE <u>3/24/94</u>