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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

THE POCA TELLO MASONIC BUILDING FOUNDATION, 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 POCA TELLO MASONIC BUILDING FOUNDATION, 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: October 20, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Dubois*

ARTICLES OF INCORPORATION

OF

RECEIVED
SEC. OF STATE

THE POCA TELLO MASONIC BUILDING FOUNDATION, INC.

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NONPROFIT CORPORATION

KNOW ALL MEN BY THESE PRESENTS THAT:

We, the undersigned, citizens and residents of the State of Idaho and the United States of America, over the age of nineteen (19) years, have this day voluntarily associated ourselves together under the provisions of the Idaho Nonprofit Corporation Act (Title 30, Chapter 3, Idaho Code, sections 30-301 et seq.) and all laws amendatory and supplementary, and for such purpose do hereby make, agree upon and adopt the following Articles of Incorporation:

ARTICLE I

Name of Corporation

The name of the corporation shall be and is:

The Pocatello Masonic Building Foundation, Inc.

ARTICLE II

Nonprofit Status

The corporation is a nonprofit corporation under the Idaho Nonprofit Corporation Act (Title 30, Chapter 3, Idaho Code, sections 30-301 et seq. and 30-323).

This corporation is not organized for pecuniary profit. This corporation shall not have the power to issue certificates of stock or declare dividends. No part of the assets, income, or net earnings of

the corporation shall inure to the benefit of, be distributable to, nor shall dividends be paid to, any member, director, officer, or any other private person. Provided that, the corporation shall have the power to pay reasonable compensation for services rendered and to make payments and distributions in accordance with the corporate purposes set forth below.

This corporation is founded for the purposes of collecting memorials, donations, gifts, bequests and is constituted to attract substantial support from contributions to maintain the Pocatello Masonic Building and Environs located at 535 N. Arthur St., City of Pocatello, County of Bannock, State of Idaho. The corporation is organized to serve Masonic interests. Accordingly, it shall not be operated for the benefit of private interests, such as contributors or members of the corporation, or persons controlled directly or indirectly by such private interests. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this certificate, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States internal revenue law), or by a corporation, contributions to which are deductible under Section 107(c)(2) of the Internal Revenue Code of 1954 as amended (or the corresponding provision of any future United States internal revenue law).

ARTICLE III

Duration

The Period of duration and existence of this corporation shall be perpetual.

ARTICLE IV

Purposes

The purposes for which this corporation is formed are as follows:

A. General Purposes To aid and assist in the preservation of the Pocatello Masonic Building and Environs located at 535 N. Arthur St., City of Pocatello, County of Bannock, State of Idaho as provided in the Bylaws of the Foundation.

B. Secondary Purposes

1. To further the interests of the Pocatello Masonic Building by supporting long term building improvements;

2. The Corporation shall receive contributions, donations, memorials, bequests or otherwise, and these shall be considered a part of the corpus of this Corporation, to take, hold, use, control, manage, invest and re-invest the principal sum of the Foundation, the additions thereto or accumulations thereof, including the proceeds thereof, from time to time, in such bonds, stock, notes, securities, or other property, personal or real as they shall deem most suitable and they are empowered to vary the Foundation property, or any part of portion thereof, at pleasure, and to that end to sell any of such property, either at public or private sale, with or without notice, and to such person or persons upon such terms and for such price as said Corporation may deem most expedient and proper, and to that end to execute, acknowledge and deliver all necessary deeds, contracts,

bills of sale, leases, assignments, releases or other instruments of writing, with or without covenants of warranty, necessary or requisite to effectually carry out the full purpose, intent and meaning of this Corporation.

3. Said Corporation shall hold the principal of all money or property given to this Foundation to invest and re-invest, unless the deed or legacy of a particular gift or gifts specifically authorizes or requires its retention and/or use for a specific project, that is to say, the Corporation may accept gifts or bequests for a specific purpose and shall have the authority to hold such until completed or satisfied.

C. Statutory Powers To have and exercise the general powers specified in Idaho Code, section 30-307, as now in force or hereafter amended, but not to exceed the powers of an exempt organization under the Internal Revenue Code, as specified and limited in Article II.

D. Other The foregoing clauses shall be construed as powers as well as objects and purposes and the matters expressed in each clause shall, unless herein otherwise expressly provided be in no wise limited by reference to or inference from the terms of any other clause, but shall be regarded as independent objects and purposes, and powers shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

ARTICLE V

Directors

The Board of Directors of the corporation is expressly authorized to determine by Bylaw the number, classes and qualifications for its memberships, together with the voting rights and other privileges of its members.

ARTICLE VI

Board of Directors

The names and addresses of the persons who are appointed to act in the capacity of Directors until the election of their successors are:

- | | | |
|----|--|--|
| 1. | Robert V. Schiers
Portneuf Lodge #18 A.F. & A.M. | 1785 Pocatello Creek Rd.
Pocatello, Idaho 83201 |
| 2. | Richard G. Hackworth
Keystone Lodge #81 A.F. & A.M. | 247 North 12th Avenue
Pocatello, Idaho 83201 |
| 3. | Harrison C. Jones
Pocatello Lodge of Perfection, A. & A. | 818 University Drive
Pocatello, Idaho 83201 |
| 4. | Charles G. Kunze
Pocatello Chapter #6,
Royal Arch Masons | 220 North 11th Avenue
Pocatello, Idaho 83201 |
| 5. | N. Louise Wilson Leese
Radiant Chapter #61
Order of Eastern Star | 1075 East Elm
Pocatello, Idaho 83201 |
| 6. | Mary B. Bunce
Ruth Chapter #3
Order of Eastern Star | 755 East Chubbuck Road
Pocatello, Idaho 83202 |
| 7. | (and a member proposed by Mt. Kinport #91, A.F. & A.M.) | |

ARTICLE VII

Management of Corporation by Board of Directors

The management of all the affairs and business of the corporation shall be vested in the Board of Directors.

1. The number of Directors shall be established in the By-Laws.

2. The qualifications, powers, duties, terms of office, manner of election, and times and places for meetings of the Board of Directors shall be prescribed by the Board of Directors and recorded in the Bylaws of the corporation.

3. The Board of Directors may adopt any other Bylaws by a 2/3 vote of the total Board, that will further the purposes of the corporation as established in Article IV.

4. These Articles of Incorporation, and the Bylaws of the Corporation, may be amended by a 2/3 vote of the total Board of Directors except for those provisions in Article II and Article IV basic to the Foundation.

5. The officer of the corporation shall be designated, named, elected, or appointed in a manner to be prescribed in the Bylaws of the corporation.

6. The Board of Directors shall retain, at their discretion, advisors to assist the Board in conducting its affairs, including attorneys, CPAs and/or tax advisors and investment advisors.

ARTICLE VIII

Termination of Corporation

The corporation may be terminated and dissolved and will cease to exist upon a 2/3 vote of the total Board of Directors.

Upon termination and dissolution, the balance (if any) of money received by the corporation from operations, after payment in full of all operating expenses, debts, and obligations of the corporation of whatever kind or nature, shall be used for a purpose consistent with Articles II and IV above.

ARTICLE IX

Registered Office and Agent

That the principal and registered office of the corporation shall be located at 535 North Arthur Avenue, in the City of Pocatello, County of Bannock, State of Idaho.

The name of the registered agent at this address is Mary B. Bunce, President of the Pocatello Masonic Building Foundation, Inc.

ARTICLE X

Incorporators

The name and address of each incorporator of the corporation is as follows:

- | | | |
|----|---|---|
| 1. | Robert U. Schiers
Portneuf Lodge #18 A.F. & A.M. | 1785 Pocatello Creek Road
Pocatello, Idaho 83201 |
| 2. | Richard G. Hackworth
Keystone Lodge #81 A.F. & A.M. | 247 N. 12th Avenue
Pocatello, Idaho 83201 |
| 3. | Harrison C. Jones
Pocatello Lodge of Perfection
A. & A.
Scottish Rite Masons | 818 University Drive
Pocatello, Idaho 83201 |
| 4. | Charles G. Kunze
Pocatello Chapter #6
Royal Arch Masons | 220 North 11th Avenue
Pocatello, Idaho 83201 |
| 5. | N. Louise Wilson Leese
Radiant Chapter #61
Order of Eastern Star | 1075 East Elm
Pocatello, Idaho 83201 |
| 6. | Mary B. Bunce
Ruth Chapter #3
Order of Eastern Star | 755 East Chubbuck Road
Pocatello, Idaho 83202 |

IN WITNESS WHEREOF, the following undersigned persons acknowledge that they are residents of the State of Idaho and have joined together with those others named above to incorporate this corporation as a nonprofit corporation.

Robert U. Schiers

ROBERT U. SCHIERS

Richard G. Hackworth

RICHARD G. HACKWORTH

Harrison C. Jones

HARRISON C. JONES

CHARLES G. KUNZE

Charles G. Kunze

N. LOUISE WILSON LEESE

Mary B. Bunce


MARY B. BUNCE

STATE OF IDAHO)
 : ss.
County of Bannock)

On this 19th day of October, 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared ROBERT U. SHIERS, RICHARD G. HACKWORTH, HARRISON C. JONES, CHARLES G. KUNZE, N. LOUISE WILSON LEESE, and MARY B. BUNCE, known to me to be the persons whose names are subscribed to the foregoing and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

(SEAL)



NOTARY PUBLIC FOR IDAHO
Residing at Pocatello
My Commission Expires: 12/94