

FILED EFFECTIVE

Restated Articles of Incorporation

08 JUN 23 AM 8:46

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is:
GEORGE-HAYES-CURTIS, POST NO.75, THE AMERICAN LEGION, INCORPORATED
2. Restated Articles:
 - a. Article I: Name of the corporation: Kamiah American Legion Community Center, Limited
 - b. Article II: Term of existence
 - c. Article III: Purpose of corporation
 - d. Article IV: Members of corporation
 - e. Article V: Address of corporation
 - f. Article VI: Directors of corporation
 - g. Article VII: Dissolution of corporation
 - h. Article VIII: Name and address of each incorporator
 - i. Article IX: Non discrimination
3. The date of adoption of the amendment(s) was February 7, 2008
4. Manner of adoption:
☒ Each amendment consists exclusively of matters which do not require member approval pursuant to section 30-3-90, Idaho Code, and was, therefore, adopted by the board of directors.
 - a. The number of directors entitled to vote was: 3
 - b. The number of directors that voted for each amendment was: 3
 - c. The number of directors that voted against each amendment was: 0

Dated: June 18, 2008

Signature: _____

Typed name: Randall S. Bowen

Capacity: Chairman

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IDAHO SECRETARY OF STATE
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RESTATED

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

KAMIAH AMERICAN LEGION COMMUNITY CENTER, LIMITED

We, the undersigned, being adult citizens of the United States of America, for the purpose of forming a non-profit corporation pursuant to Chapter 3 of Title 30, Idaho Code, do hereby adopt and certify the following Articles of Incorporation, to-wit:

ARTICLE I

The name of the corporation shall be "Kamiah American Legion Community Center, Limited."

ARTICLE II

The term of existence of this corporation shall be perpetual.

ARTICLE III

The purposes for which this corporation is organized are:

- (a) To manage the building owned by George Hayes Curtis Post No. 75 The American Legion located at 618 Main Street, Kamiah Idaho;
- (b) To lease the same from George Hayes Curtis Post No. 75 The American Legion;
- (c) To rent to or provide for the use of the same to other entities and persons providing projects and services to the people of Kamiah, Idaho, and the surrounding area for charitable, educational, and community purposes exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code;

- 1 (d) To transact any related lawful activity exclusively within the meaning of
2 Section 501(c)(3) of the Internal Revenue Code.

3 The corporation is organized exclusively for charitable, religious, educational,
4 and scientific purposes, including, for such purposes, the making of distributions to
5 organizations that qualify as exempt organizations under Section 501(c)(3) of the
6 Internal Revenue Code, or the corresponding section of any future federal tax code.
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9 **ARTICLE IV**

10 The corporation shall have no capital stock. The corporation shall consist of
11 three (3) members as follows:

- 12 (a) George Hayes Curtis Post No. 75 the American Legion, incorporated,
13 P.O. Box 1196, Kamiah, Idaho 83536.
14 (b) Upper Clearwater Community Foundation, a general non-profit
15 corporation, P.O. Box 73, Kamiah, Idaho 83536.
16 (c) Kamiah Chamber of Commerce, a general non-profit corporation,
17 P.O. Box 1124, Kamiah, Idaho 83536.

18 **ARTICLE V**

19 The address of the initial registered office of the corporation is 618 Main Street,
20 Kamiah, Idaho 83536. The name of the initial registered agent of the corporation at the
21 initial registered office of the corporation is Bill Arnold.
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1 **ARTICLE VI**

2 The corporation shall have five (5) directors. Three directors shall be appointed
3 by George Hayes Curtis Post No. 75 The American Legion, one by Upper Clearwater
4 Community Foundation, and one by Kamiah Chamber of Commerce.
5

6 The initial Board of Directors shall consist of three (3) directors. The names and
7 addresses of the persons who are to serve as directors until the first annual meeting of
8 the shareholders and until their successors are elected and qualified are:
9

10 Name	Address	City, State, Zip
11 Bill Arnold	689 Big Cedar Road,	Kooskia, ID 83539
12 Randy Bowen	827 Crest Drive	Kamiah, ID 83536
13 Archie Frost	2849 Highway 162	Kamiah, ID 83536

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16 **ARTICLE VII**

17 Upon the dissolution of the corporation, assets shall be distributed for one or
18 more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue
19 Code, or the corresponding section of any future federal tax code, or shall be distributed
20 to the federal government, or to a state or local government, for a public purpose. Any
21 such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction
22 of the county in which the principal office of the corporation is then located, exclusively
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1 for such purposes or to such organization or organizations, as said Court shall
2 determine, which are organized and operated exclusively for such purposes.
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5 **ARTICLE VIII**

6 The name and address of each incorporator is:


7	8 Name	8 Address	8 City, State, Zip
9	Bill Arnold	689 Big Cedar Road,	Kooskia, ID 83539
10	Archie Frost	2849 Highway 162	Kamiah, ID 83536

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13 **ARTICLE IX**

14 The corporation shall not discriminate on the basis of race, color, national or
15 ethnic origin or religion.
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17 IN WITNESS WHEREOF, the parties hereto set their hand and seal this 7
18 day of February 2008.
19

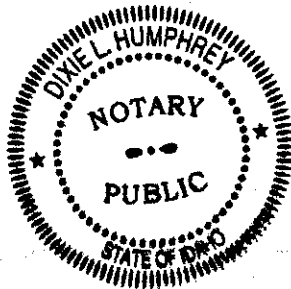
20 
21 BILL ARNOLD

22 
23 ARCHIE FROST
24
25

1 STATE OF IDAHO)
2)
3 County of Lewis)

4 On this 7th day of February, 2008, before me, the undersigned, a
5 Notary Public in and for the State of Idaho, personally appeared BILL ARNOLD
6 known to me to be the person whose name is subscribed to the within instrument, and
acknowledged to me that he executed the same.

7 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
8 seal, the day and year in this certificate first written above.

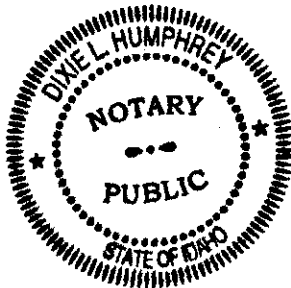


Dixie L. Humphrey
Notary Public in and for the State of Idaho,
residing at Kamiah, therein.
My commission expires: 9/22/2011

13 STATE OF IDAHO)
14)
15 County of Lewis)

16 On this 7th day of February, 2008, before me, the undersigned, a
17 Notary Public in and for the State of Idaho, personally appeared ARCHIE FROST
18 known to me to be the person whose name is subscribed to the within instrument, and
acknowledged to me that he executed the same.

19 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
20 seal, the day and year in this certificate first written above.



Dixie L. Humphrey
Notary Public in and for the State of Idaho,
residing at Kamiah, therein.
My commission expires: 9/22/2011