



CERTIFICATE OF INCORPORATION  
OF

ADAMS COUNTY DEVELOPMENT CORPORATION

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 \_\_\_\_\_

ADAMS COUNTY DEVELOPMENT CORPORATION,

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 10, 19 89.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Elizabeth M. Zabala*  
Corporation Clerk

ARTICLES OF INCORPORATION

OCT 10 11 22 AM '89

OF

SECRETARY OF STATE

ADAMS COUNTY DEVELOPMENT CORPORATION

The undersigned natural persons, all being of the age of 21 years or more, acting as incorporators under the Idaho Nonprofit Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is Adams County Development Corporation (hereinafter sometimes referred to as the "corporation") and its duration shall be perpetual.

ARTICLE II

PURPOSES

This corporation is organized for the following purposes:

A. To engage in charitable and educational activities promoting the economic development of Adams County, Idaho, and the surrounding area by providing needed assistance, including financial assistance, to business concerns located or desiring to locate in such area; and,

B. To engage in any lawful activity for which a corporation may be organized; provided that no substantial part of the corporation's activities shall involve attempting to influence legislation, intervening in any political campaign on behalf of any candidate for public office or otherwise causing the corporation to fail to retain an exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of subsequent legislation.

### ARTICLE III

#### SHARES OF STOCK AND DIVIDENDS

The corporation shall not have or issue shares of stock, nor shall it pay dividends or distribute any part of its income or profit to its members, directors or officers except as reasonable compensation for services rendered to the corporation.

### ARTICLE IV

#### MEMBERSHIP

The conditions of membership in the corporation shall be stated in the By-Laws.

### ARTICLE V

#### INITIAL REGISTERED OFFICE

The address of the initial registered office of the corporation is 116 Illinois St., Council, Idaho 83612, and the name of the initial registered agent at such address is Betty Thomason.

## ARTICLE VI

### DIRECTORS

A. The corporation shall be governed by a Board of Directors, each of whom shall be a member of the corporation. The number of Directors constituting the initial Board of Directors of the corporation is twelve and the names and addresses of the persons who are to serve as Directors until the first annual meeting or until their successors are appointed and shall qualify are:

	<u>Name</u>	<u>Address</u>
1.	Vincent D. Leger	Box 75, Fruitvale, Idaho 83620
2.	Sylvan Menichetti	P.O. Box 44, Fruitvale, ID 83620
3.	Jack Shaffer	Box 32, Indian Valley, Idaho 83632
4.	Betty Thomason	Box 544, Council, Idaho 83612
5.	Roy Grossen	Box 226, Council, Idaho 83612
6.	Judith Danielson	Box 724, Council, Idaho 83612
7.	Maryann Allen	Box K, Council, Idaho 83612
8.	Caryl Fausett	Box 78, New Meadows, Idaho 83654
9.	Philip N. Jahn	Box 552, Council, Idaho 83612
10.	Raymond Bennett	Box 337, New Meadows, Idaho 83654
11.	Tom G. Yokom	Box 143, Council, Idaho 83612
12.	Arlene Newman	Box 591, Council, Idaho 83612

B. Directors shall be elected or appointed as set forth in the By-Laws.

C. No Director shall be liable to the corporation or its members for monetary damages for breach of fiduciary duty except:

1. For a breach of duty of loyalty to the corporation or its members;
  2. For acts or omissions that constitute willful misconduct, recklessness, or a knowing violation of law;
  3. For a violation of Idaho Code Section 30-322;
- or,
4. For a transaction from which a director derives an improper personal benefit.

D. The directors may be classified into three classes pursuant to Idaho Code Section 30-316.

## ARTICLE VII

### INCORPORATORS

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Vincent D. Leger	Box 75, Fruitvale, Idaho 83620
Sylvan Menichetti	P.O. Box 44, Fruitvale, ID 83620
Jack Shaffer	Box 32, Indian Valley, Idaho 83632
Betty Thomason	Box 544, Council, Idaho 83612
Roy Grossen	Box 226, Council, Idaho 83612
Judith Danielson	Box 724, Council, Idaho 83612
Maryann Allen	Box K, Council, Idaho 83612
Caryl Fausett	Box 78, New Meadows, Idaho 83654

Philip N. Jahn	Box 552, Council, Idaho 83612
Raymond Bennett	Box 337, New Meadows, Idaho 83654
Tom G. Yokom	Box 143, Council, Idaho 83612
Arlene Newman	Box 591, Council, Idaho 83612

## ARTICLE VIII

### DISSOLUTION

A. The corporation is not organized for profit and no part of its net earnings shall inure to the benefit of any member or private individual (but this shall not prevent the payment of any reasonable salaries to staff personnel).

B. In the event of dissolution or other termination of the corporation, the net assets of the corporation after the payment of all debts and liabilities, and not otherwise required by law or by conditions imposed by the donor to be otherwise applied or distributed, shall be distributed as the Board of Directors may direct, to one or more organizations whose purposes and objectives shall be similar to those of the corporation and which shall be designated in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of subsequent legislation, and exempt from federal income taxation under Section 501(a) of such Code.

The undersigned incorporators, under penalty of law,  
declare that they have examined the foregoing and to the best of  
their knowledge and belief, it is true, correct and complete.

Dated: 4 June, 1989

Vincent D. Leger  
Vincent D. Leger

Sylvan Menichetti  
Sylvan Menichetti

Jack Shaffer  
Jack Shaffer

Betty Thomason  
Betty Thomason

Roy Grossen  
Roy Grossen

Judith Danielson  
Judith Danielson

Maryann Allen  
Maryann Allen

Caryl Fausett  
Caryl Fausett

Philip N. Jahn  
Philip N. Jahn

Raymond Bennett  
Raymond Bennett

Tom G. Yokom  
Tom G. Yokom

Arlene Newman  
Arlene Newman