



CERTIFICATE OF INCORPORATION
OF

LAVA HOT SPRINGS SENIOR CITIZENS, INC.

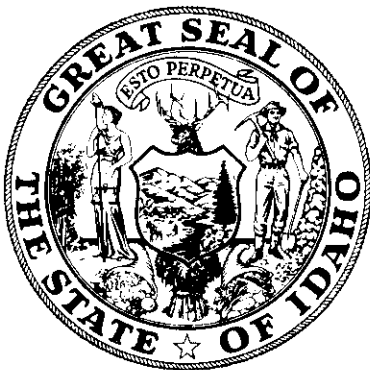
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

LAVA HOT SPRINGS SENIOR CITIZENS, 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 _____ March 18 _____, 19 82 _____.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
LAVA HOT SPRINGS SENIOR CITIZENS, INC.

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned have this day voluntarily joined together and do hereby and by these Articles of Incorporation, unite and associate ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Idaho, Chapter 3, Section 30-117A, Idaho Code, for the purpose hereinafter stated:

I

The name of this corporation shall be Lava Hot Springs Senior Citizens, Inc.

II

The term for which this corporation shall exist shall be perpetual.

III

The location and post office address of the registered office of this corporation shall be *R/A Ray Gidd 212 W. Life Street Lava Hot Springs Idaho* Lava Hot Springs, Bannock County, *83246* Idaho. The principle office shall thereafter be initially located at such address as the Board of Directors may determine within the State of Idaho. The Board of Directors shall be comprised of the total membership of the Lava Hot Springs Senior Citizens, Inc.

IV

The objects and purposes for which this corporation is formed shall be and are exclusively charitable, scientific, and educational as those terms are used in Section 501(c)(3), Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) such objects and purposes being:

- (1) To promote coordination and integration of all Aging Programs in the Greater Lava Hot Springs Area. To promote the coordination of comprehensive planning for aging programs with other comprehensive planning being done in the Greater Lava Hot Springs Area.
- (2) To be the body responsible for guiding the planning development and implementation of a comprehensive plan of action for the delivery of social, nutritional, transportation, and other services for the elderly which is designed to meet the objectives of the planning and service area and the priority needs of its elderly.
- (3) Increase the accessibility, acceptability, continuity and quality of the services to the aged in the Greater Lava Hot Springs Area.
- (4) To establish a senior citizens center as may be needed in the Greater Lava Hot Springs Area; to maintain such center and to carry out such programs

as may from time to time seem desirable for the benefit of the senior citizens of said area.

- (5) To encourage greater opportunities for voluntary service by members of the community for the benefit of our senior citizens.
- (6) To engage in fact-finding and analysis of issues; to publish the results of such studies; and to find responsible and articulate spokesmen for the senior citizens.
- (7) To provide training opportunities for senior citizens by conducting workshops and other types of educational programs.
- (8) To be non-profit, non-partisan, and non-sectarian; but to encourage all senior citizens to study the issues, and to take an active part in the churches and parties of their choice.
- (9) To coordinate from any and all available legal sources funds for the development, maintenance and operation of the programs undertaken in aging planning and development of aging services.
- (10) To hold title, legal or equitable, to property of any purpose incidental to its powers, and to sell or encumber any such property, real or personal.
- (11) To solicit, receive and expend the proceeds of fees, donations, bequests and legacies for any purpose for which this corporation is formed.

(12) To enter into such contracts and to incur such obligations as are consistent with its powers, objects, and purposes, but the private property of the officers, directors and members of the corporation shall be exempt from the debts of the corporation, and no officer, director, or member shall be individually or collectively liable or responsible for any debts or liabilities of the corporation.

(13) It is intended that this corporation shall qualify as a charitable, scientific, educational corporation exempt from taxation and particularly Federal Income Taxation under Section 501(c)(3), Internal Revenue Code 1954, and any amendments thereto.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, 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 herein.

No substantial part of the activities of the organization shall be the carrying on of propaganda and the

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 provisions of these articles, the organization shall not carry on any other activities not permitted by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

- (14) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes and which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3), of the Internal Revenue Code of 1954 (or the corresponding provision of any future United

States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the County in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

- (15) It is the intention of the incorporators hereof that the foregoing clauses shall be construed both as objects and powers, and the foregoing enumeration of specific objects and powers shall not be construed to limit or restrict in any manner the powers of this corporation, but said corporation shall have the power to do all and everything necessary suitable convenient or proper for the accomplishment of its purposes, for the attainment of any one or more of its objects hereinabove enumerated, or incidental the purposes and objects hereinafter named, and which are permitted under the laws of the State of Idaho under which this corporation is organized, to the same extent and as fully as a natural person might or could do; provided, that this corporation shall not have the power to conduct, and shall not conduct, activities not in furtherance of charitable,

scientific or educational purposes as those terms are used in Section 501(c)(3), Internal Revenue Code, 1954.

V

Section A Membership

The Corporation shall have no fewer than eighteen (18) members and no more than twenty-one (21) members. Its members shall be comprised of at least 51 percent senior citizens over age 60 democratically elected by senior citizens in the Greater Lava Hot Springs Area. It may include representatives of the major public and private organizations or agencies having programs affecting the elderly. The Corporation may also invite representation from the general purpose governments in the Greater Lava Hot Springs Area or from an organization designed to represent any combination of such units.

Section B Membership Selection

The democratically elected senior citizens over age 60 shall act as a core group and will invite agencies, organizations and/or persons to nominate members to the Corporation.

Any agency, group, organization or person shall be allowed to have a certificate of membership to the Corporation by the written invitation of the core group.

Representatives shall be appointed to the Corporation by the particular policies of the agency, group, or organizations

receiving invitation.

A member shall be accepted into the Corporation upon the presentation of appropriate credentials from the group he represents.

Membership in the Corporation shall be limited to those individuals and organizations which bear a rational relationship to the purposes of the Corporation as set forth in Article II of this document.

Membership shall include: low income persons, ethnic minorities and handicapped persons.

The senior center program manager (site manager) shall be an ex-officio non-voting member of the Council.

Each member, whether of the core group or invited, maintains full membership rights and responsibilities.

Section C Terms and Termination of Membership

(1) All members of the corporation shall be re-elected or reappointed for a term of two years and may be re-elected or reappointed for additional terms.

(2) Membership shall terminate upon any of the following conditions:

- a. Death or resignation
- b. Non re-election or non-reappointment
- c. Absences as described in the By-Laws

VI

The governing body of this corporation shall be a Board of Directors of not less than eighteen (18) persons, nor more than twenty-one (21) persons, the exact number of persons to serve on such Board to be specified in the By-Laws. The Board of Directors shall be the total body of the Corporation, including all members.

VII

The Board of Directors of this corporation may meet and transact the business hereof either at the principal place of business herein designated, or at such other place as may be designated by resolution of the Board of Directors.

VIII

The By-laws of this corporation may be repealed, amended, altered, or new By-laws adopted at any annual meeting, or at any special meeting of the members of the corporation called for that purpose, by a vote representing not less than two-thirds of the members present. Furthermore, the Board of Directors of this corporation shall have the power to repeal, amend and alter the By-laws of the corporation, and to adopt new By-Laws, by vote of not less than two-thirds of the members of said Board of Directors; provided that the Board of Directors shall not make or alter any By-Laws fixing the qualification, classification,

term of office or compensation of the members of such Board.

IX

The Lava Hot Springs Senior Citizens, Inc. shall issue certificates of membership in the corporation. The rights, interest, and voting powers of all members shall be equal and no member can have or acquire a greater interest in the corporation than any other member and no member shall have more than one vote. The Board of Directors shall admit new members by issuing certificates of membership, which new members shall be entitled to one vote each and to share in the interests of the corporation in accordance with the rules of the corporation.

X

The names and addresses of the incorporators, each of whom are entitled to one certificate of membership as provided in these Articles, valid until the first annual meeting, regardless of qualifications, are as follows:


GEORGE ANDERSON

Lava Hot Springs, ID 83246


LELA BOWMAN

Lava Hot Springs, ID 83246


MARY ARMYON

204 S. 3rd Ave. West
Lava Hot Springs, ID 83246


LETHA BRONSON

Lava Hot Springs, ID 83246


ELMA CASPER

Lava Hot Springs, ID 83246

June a Cone
JUNE CONE

Lava Hot Springs, ID 83246

Ray A. Cone
RAY CONE

17 Booth
Lava Hot Springs, ID 83246

Jenny Hall
JENNY HALL

Lava Hot Springs, ID 83246

Alice Jackson
ALICE JACKSON

Lava Hot Springs, ID 83246

Leslie Jackson
LESLIE JACKSON

Elm Street
Lava Hot Springs, ID 83246

Roy Judd
ROY JUDD

212 W. Fife
Lava Hot Springs, ID 83246

Maxine Kofoed
MAXINE KOFOED

Lava Hot Springs, ID 83246

Jo Potter
JO POTTER

Lava Hot Springs, ID 83246

Calvin Reese
CALVIN REESE

Lava Hot Springs, ID 83246

Dorothy Reese
DOROTHY REESE

Lava Hot Springs, ID 83246

Maxine Rossiter
MAXINE ROSSITER

Lava Hot Springs, ID 83246

Delisa Tillotson
DELSA TILLOTSON

Lava Hot Springs, ID 83246

Wallace Whitehead
WALLACE WHITEHEAD

Lava Hot Springs, ID 83246

STATE OF IDAHO)
 : ss
County of Bannock)

On this 24th day of ~~March~~ ^{Feb.}, 1982, before me, the undersigned a notary public in and for said State, personally appeared George Anderson, Mary Armyon, Lela Bowman, Letha Bronson, Elma Casper, June Cone, Ray Cone, Jenny Hall, Alice Jackson, Leslie Jackson, Roy Judd, Maxine Kofoed, Jo Potter, Calvin Reese, Dorothy Reese, Maxine Rossiter, Delsa Tillotson, and Wallace Whitehead, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

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



Notary Public for Idaho
Residing at:

(seal)