



Department of State.

CERTIFICATE OF INCORPORATION

I, ~~ARNOLD WILSON~~ **PETE T. CENARRUSA**, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

CHATCOLAB, INC.

was filed in the office of the Secretary of State on the **twenty-first** day
of **May** A. D. One Thousand Nine Hundred **sixty-nine** and
is ~~fully~~ **to be** recorded on ~~film~~ **microfilm** of Record of Domestic Corporations, of the State
of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and
Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for

Perpetual Existence from the date hereof, with its registered office in this State located at
Moscow, Idaho in the County of **Latah**

and as such are subject to the rights, privileges and limitations granted to Non-Profit Coopera-
tive Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **21st** day of **May**,
A.D., 19 **69**

Secretary of State.

ARTICLES OF INCORPORATION
OF
CHATCOLAB, INC.

The undersigned, being persons of legal age and citizens of the United States, in order to form a nonprofit cooperative association pursuant to Title 30, Chapter 10, of the Idaho Code, State of Idaho, do hereby certify as follows:

ARTICLE I

The name of said corporation shall be Chatcolab, Inc. hereinafter called the Corporation.

ARTICLE II

The principal office of the Corporation in the State of Idaho is located in the City of Moscow, County of Latah. The name and address of its resident agent in charge thereof are Vernon H. Burlison, Chatcolab, Inc. P. O. Box 542, Moscow, Idaho 83843.

ARTICLE III

The purpose of the Corporation and the nature and objects of its business to be transacted and its activities to be carried on are to any or all of the things herein set forth:

1. To do all things necessary to hold an annual leadership development laboratory of one week duration for its members. including, not limited to, the following:

Make plans for each session of the leadership development laboratory; obtain the use of a group camp or other suitable facilities as a place for holding the lab; advertise the lab and promote attendance; collect registration fees from those who attend; purchase a group medical, health and accident insurance policy to cover those who attend during their travel to and from the lab and during the lab; purchase food and other supplies needed in running the lab; obtain the services of cooks, resource persons for teaching, stenographers and other personnel such as may be needed to carry on the lab; lease, rent or purchase and own equipment, such as a mimeograph machines, typewriters, vacuum cleaners and other items needed to in conducting the lab; and to carry out a program of instructional and recreational activities deemed to be helpful to individual volunteer leaders of 4-H, Campfire Girls, Inc., community recreation centers, churches, granges, and other worthwhile organizations to further development of their leadership abilities with the aim that they become more competent leaders and thereby more effective in their respective leadership roles.

ARTICLE IV

The Corporation is intended to have perpetual existence; but if it should ever become necessary to dissolve the Corporation, its entire plus assets left over after payments of all obligations will become assets of the Heyburn Youth Camp Association if it is still in existence; and if it is

not, the Corporation's plus assets will become assets of the Black Hills Recreation Leaders' Laboratory if it is still in existence; and if it is not, the Corporation's plus assets will become assets of the Redwood Leadership Recreation Laboratory.

ARTICLE V

There shall be no capital stock and no shares of stock. The rights and interests of all members shall be equal. No member can have or acquire greater interest therein than any other member. The Corporation shall issue a membership certificate to each member. No member can assign his membership certificate so that the transferee can by such transfer become a member of the Corporation, except by permission of the Board of Directors and under such regulations as the by-laws may prescribe. The private property of the members of the Corporation shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE VI

The undersigned incorporators shall be members of the Corporation. In addition the undersigned incorporators, any person may become a member in the Corporation by:

(a) Paying in full such membership fee as shall be specified in the by-laws of the Corporation.

(b) Agreeing to comply with and be bound by these Articles of Incorporation and by by-laws of the Corporation and any amendments thereto and by such rules and regulations as may at any time be adopted by the Board of Directors of the Corporation for the general interest of its members; provided, however, that no person except the undersigned incorporators shall become a member of the Corporation without his being accepted for membership by the affirmative vote of a majority of the members of the Board of Directors of the Corporation. No person shall own more than one membership in the Corporation.

ARTICLE VII

The Board of Directors shall consist of nine members. All directors must be duly qualified members of the Corporation. The first Board of Directors shall consist of the undersigned incorporators. They shall hold office until their successors are elected by members of the Corporation in their first annual meeting. In case of any vacancy in the Board of Directors, the remaining directors may elect a successor to hold office for the unexpired portion of the term of the director whose place is vacant.

ARTICLE VIII

1. Any person, to be eligible for election as a Director, must be a qualified member of the Corporation and a citizen of the United States at the time of his election.

2. In furtherance (not in limitation) of their powers conferred by statute, the Directors of the Corporation are expressly authorized:

- (a) To make, alter or repeal the by-laws of the Corporation;
- (b) To set apart out of the funds of the Corporation a reserve for any purpose and to abolish any such reserve;

(c) To acquire by purchase or otherwise any real and personal property for and on behalf of the Corporation in furtherance of its aims and purposes;

(d) To sell or otherwise dispose of any part of the property, assets and effects of the Corporation less than the whole thereof, on such terms and conditions as the Directors shall deem advisable;

(e) To remove at any time any officer of the Corporation, but only by the affirmative vote of at least two-thirds majority of the whole Board of Directors. Any employee of the Corporation may be removed at any time by an affirmative vote of a majority of the Board of Directors, or by any committee or superior officer upon whom such power of removal may be conferred by the by-laws or by vote of the Board of Directors.

(f) Each Director and officer of the Corporation shall be indemnified by the Corporation against reasonable expenses incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or officer of the Corporation, excepting those instances wherein he shall be finally adjudged to have been derelict in the performance of his duty as such Director or officer. Such right of indemnification shall not be deemed exclusive of any other rights to which he may be entitled as a matter of law.

ARTICLE IX

The Corporation may by its by-laws confer upon its Directors other powers and authorities in addition to the foregoing and to those expressly conferred upon them by statute.

ARTICLE X

The Corporation reserves the right to change or repeal any provision contained in this certificate of incorporation in the manner now or hereinafter prescribed by statute. All rights conferred herein on members are granted subject to this reservation.

ARTICLE XI

The members of the first Board of Directors shall be the following named persons who shall hold office until their successors are elected by the members at the first annual meeting of the Corporation:

James Beasley
Hazel Beeman
Alice Berner
Vernon H. Burlison
Bruce Elm

Marjorie Leinum
Clarence Stephens
Ruth Ann Tolman
Genie Townsend

IN WITNESS WHEREOF, we have hereunto set our hands this ^{15th} ~~14th~~ day of May, 1969

1. James Beasley
James Beasley
Rt. 2 Box 825
Oregon City, Oregon 97045

- STATE OF IDAHO)
) SS.
County of Latah)

County of Latah)

On this 15th day of May, 1969, before me, the undersigned, a Notary Public in and for Benewah County, State of Idaho, personally appeared James Beasley, Hazel Beeman, Alice Berner, Vernon H. Burlison, Bruce Elm, Marjorie Leinum, Clarence Stephens, Ruth Ann Tolman and Genie Townsend, known to me to be the persons who subscribed to the foregoing Articles of Incorporation of "CHATCOLAB, INC." and they and each of them acknowledged to me that they executed the same.

IN WITNESS THEREOF, I have hereunto set my hand and affixed my notarial seal on the date last above written.

Leroy L. Bliss Notary Public
Signature

1724 Main
Address

St. Maries, Idaho
City and State

STATE OF IDAHO)
) SS.
'Dept of State)

Approved, filed and admitted to the records of Articles of Incorporation of the State of Idaho and certificate issued this _____ day of _____ 1969 at _____

Secretary of State

Corporation Clerk