

CERTIFICATE OF INCORPORATION  
OF

EAGLE SENIOR AND COMMUNITY BUILDING ASSOCIATION, INC.

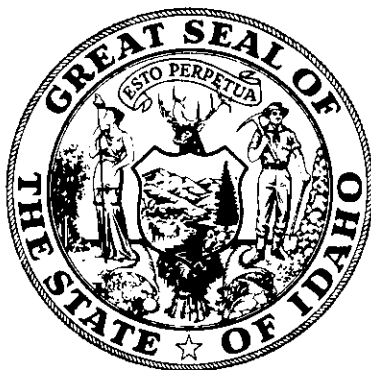
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

EAGLE SENIOR AND COMMUNITY BUILDING ASSOCIATION, 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 July 19, \_\_\_\_\_, 19 84



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION

OF

EAGLE SENIOR AND COMMUNITY  
BUILDING ASSOCIATION, INC.

JUL 19 8 39 AM '84  
SECRETARY OF STATE

WE, THE UNDERSIGNED residents of the State of Idaho, each being twenty-one years or more of age, do hereby associate ourselves together for the purpose of forming a non-profit corporation under the statutes of the State of Idaho, specifically including the Idaho Non-Profit Corporation Act, Idaho Code §§ 30-301 et seq.

ARTICLE I - NAME

The name of the corporation shall be EAGLE SENIOR AND COMMUNITY BUILDING ASSOCIATION, INC., and its location shall be City Hall, City of Eagle, County of Ada, State of Idaho.

ARTICLE II - DURATION

The period of duration of this corporation shall be perpetual.

ARTICLE III - PURPOSES

The business and purpose of this corporation shall be a patriotic, civic, and social purpose; TO WIT: To raise the money, to supervise materials purchases and the labor for a community or multi-purpose building in Eagle, this building to be constructed on city-owned land. The building is to serve as a senior center and for Eagle city government purposes, to envision and be used by all groups and activities not prohibited by law which shall promote and foster better citizenship among the community, and which shall promote and foster educational, recreational, physical, and social activities of the community that they may acquire knowledge and understanding of diverse matters; to promote and foster mutual understanding and good will among persons of all ancestry; to engage in such activity as shall raise the standards of civic morality and community welfare through educational, recreational, and social facilities; and to disseminate such knowledge as shall be useful for the community in its work and home life and as shall make them more proficient in their activities as citizens and residents of the State of Idaho. The foregoing purpose shall include the right, power, and authority to do all acts allowed by the laws of the State of Idaho, including the purchase, sale, leasing, and demising of property, both real and personal, and the entering into of contracts. It is specifically included that the

corporation shall have the power to acquire land for the purpose of a community center, and to transfer such land, if the directors should deem it to be advisable, to the City of Eagle or such other public entity as may be selected in furtherance of the aforesaid purposes. The corporation shall further have power to contract for the construction of a community center, or to delegate the authority and duty of such construction to the City of Eagle or such other public entity as may be deemed appropriate by the directors

#### ARTICLE IV - NON-STOCK CORPORATION

This corporation shall be non-stock, and no dividends or profit shall be declared or paid to any shareholder or member.

#### ARTICLE V - DIRECTORS

The number of directors constituting the initial board of directors of the corporation shall be seven (7), and the names and addresses of the persons who are to serve as initial directors are as follows:

Thomas F. Dixon, 4261 Ginger Creek Drive, Meridian, ID 83642  
Bessie Clark, 106 Wildflower Lane, Eagle, ID 83616  
Wayne Crosby, 102 Idaho Street, Eagle, ID 83616  
Rev. Larry Martin, 2155 E. Franklin Road, Meridian, ID 83642  
Penny Broich, 876 Eagle Hills Way, Eagle, Idaho 83616  
Milton L. Rose, 1013 Eagle Hills Way, Eagle, ID 83616  
Jim Heath, 279 Mission, Eagle, ID 83616

Thereafter, the number of directors shall be fixed by the Bylaws, which number may be increased or decreased from time to time, except that no decrease in number shall have the effect of shortening the term of any incumbent director.

#### ARTICLE VI - ELECTION OF DIRECTORS

The manner in which the directors are to be elected is as follows: The members shall elect the first one-year board of directors at the time of the adoption of the Bylaws. Thereafter, the members shall have the right and duty to elect four directors at large who will serve on the succeeding board of directors. The Eagle Business Association shall have the authority to nominate one (1) director. The Eagle Library Board shall have the authority to nominate one (1) director. The Eagle City Council shall have the authority to nominate one (1) director. The members of this corporation shall elect three directors from nominees submitted by the aforesaid nominating bodies. In the event an initial nominee is rejected by the members, then the nominating body may make a second nomination. If the second nomination is rejected, the members may fill the director's position by election of any qualified person.

Additional directors, if any, shall be elected according to the provisions of the Bylaws which create such additional director positions.

#### ARTICLE VII - CORPORATE OFFICERS

The general officers of the corporation shall be president, vice-president, secretary, and treasurer, and board members..

The principal duties of the president shall be to preside at all meetings of the members and the board of directors and to have a general supervision of the affairs of the corporation.

The principal duties of the vice-president shall be to discharge the duties of the president in the event of absence or disability, for any cause whatsoever, of the president.

The principal duties of the secretary shall be to countersign all deeds, leases, and conveyances executed by the corporation, affix the seal of the corporation thereto and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the board of directors, and to safely and systematically keep all books, papers, records, and documents belonging to the corporation, or in any way pertaining to the business thereof, except the books and records incidental to the duties of the treasurer.

The principal duties of the treasurer shall be to keep an account of all monies, credits, and property of any and every nature of the corporation which shall come into his hands, and to keep an accurate account of all monies received and disbursed and of proper vouchers for monies disbursed, and to render such accounts, statements, and inventories of monies received and disbursed and of money and property on hand, and generally of all matters pertaining to his office, as shall be required by the board of directors.

The board of directors may provide for the appointment of such additional officers as they may deem for the best interest of the corporation.

Whenever the board of directors may so order, any two officers, the duties of which do not conflict, may be held by one person.

The officers shall perform such additional or different duties as shall from time to time be imposed or required by the board of directors, or as may be prescribed from time to time by the Bylaws.

#### ARTICLE VIII - ELECTION OF OFFICERS

The officers shall be elected by the directors.

#### ARTICLE IX - MEMBERSHIP

The members of the corporation shall be:

Thomas F. Dixon  
Bessie Clark  
Wayne Crosby  
Rev. Larry Martin  
Penny BArkich  
Milton L. Rose  
Jim Heath

There shall be no classes of membership or preemptive rights.

#### ARTICLE X - REGISTERED AGENT

The address of the initial registered office shall be 67 East State Street, Eagle, ID 83616, and the name of its initial registered agent at such address is Wayne Crosby.

#### ARTICLE XI - INCORPORATORS

The names and residences of the incorporators of this corporation are as follows:

Thomas F. Dixon, 4261 Ginger Creek Dr, Meridian, ID 83642  
Bessie Clark, 106 Wildflower Ln, Eagle, ID 83616  
Wayne Crosby, 102 Idaho Street, Eagle, ID 83616  
Rev. Larry Martin, 2155 E. Franklin Rd., Meridian, ID 83642  
Penny Broich, 887 Eagle Hills Way, Eagle, ID 83616  
Milton L. Rose, 1013 Eagle Hills Way, Eagle, ID 83616  
Jim Heath, 279 Mission, Eagle, ID 83616

UNTO THIS INDENTURE we hereby acquiesce and set our hands this 10<sup>th</sup> day of July, 1984.

Thomas F. Dixon  
THOMAS F. DIXON

Bessie Clark  
BESSIE CLARK

Wayne Crosby  
WAYNE CROSBY

Rev. Larry Martin  
REV. LARRY MARTIN

Penny Broich  
PENNY BROICH

Milton L. Rose  
MILTON L. ROSE

Jim Heath  
JIM HEATH

STATE OF IDAHO            )  
                                  ) ss.  
County of Ada            )

On this 10<sup>th</sup> day of July, 1984, before me,  
the undersigned, a Notary Public in and for said county and  
state, personally appeared THOMAS F. DIXON, BESSIE CLARK, WAYNE  
CROSBY, REV. LARRY MARTIN, PENNY BROICH, MILTON L. ROSE, and  
JIM HEATH  
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 the  
affixed my official seal the day and year in this certificate  
first above written.

Maureen L. Daly  
NOTARY PUBLIC For Idaho  
Residing at Boise, Idaho