



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

NORTH IDAHO ANIMAL PROTECTION 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 _____

NORTH IDAHO ANIMAL PROTECTION 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 **September 3**, 19 **85**.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
NORTH IDAHO ANIMAL PROTECTION ASSOCIATION INC.
A Non-Profit Corporation

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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are full age citizens of the United States of America, being desirous of forming a corporation under and pursuant to the laws of the State of Idaho, do hereby enter into and adopt the following Articles of Incorporation, pursuant to Section 30-117 A.

ARTICLE I

The name of the corporation shall be North Idaho Animal Protection Association, Inc., A Non-Profit Corporation.

ARTICLE II

The Corporation is constituted so as to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the community in which it operates and has not been formed for pecuniary profit of the Corporation is distributable to, or inures to the benefit of, its directors or officers except to the extent permitted by law. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, 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 provision of these articles, the Corporation shall not carry on any other activity not permitted to be carried on (a) by a corporation 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 (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III

The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE IV

The nature of the business of the Corporation and the objects or purposes to be transacted or promoted or carried on by it are:

(A) These charitable, and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, and in this connection to teach, study and to provide a means for the prevention of cruelty to animals, animal control, the care of unwanted or abandoned animals, and in all ways to appeal to the finer instincts and nobler sentiments of both young and old on behalf of kind treatment of all living creatures, and to that end the corporation shall have the following powers:

(1) To develop, establish and maintain animal shelters in the County of Bonner and elsewhere throughout the State of Idaho to provide a place for the care of unwanted, abandoned, quarantined animals, or animals otherwise in need of safe-keeping, and to develop educational programs and programs leading to the encouragement of legislation and law enforcement relating to the general welfare of animals throughout the State of Idaho, and to provide comprehensive animal control according to the existing laws as stated in the Idaho Code and local ordinances.

(2) To establish funds for the maintenance and management of all monies or properties, both real and personal, tangible or intangible which may be delivered to the corporation, and to manage such funds to the best interest of and for the purposes of the corporation, and in consistence with, insofar as is possible, the purposes for which such monies and/or properties were delivered to the corporation.

(3) To receive gifts, donations, grants of money or property directly or in trust, or otherwise, from any foundation, citizen, municipality, state, business, or United States government delivered to said corporation for any purpose general or incidental to the purposes for which this corporation is formed.

(4) To enter into such contracts and to incur such obligations as are consistent with the objects and purposes of this corporation, 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.

(5) To purchase, lease, or otherwise acquire real or personal property of any kind, tangible or intangible and to sell, exchange, lease, mortgage, or otherwise deal with the whole or any part of such property or rights, and generally do anything or perform any act which shall be necessary and proper

to the best interests of said corporation in accomplishing any of the objects and purposes herein set forth.

(6) To borrow money, to issue bonds, debentures, notes and other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to mortgage, pledge, hypothecate or convey in trust or otherwise any or all of the property of the corporation to secure the payment thereof.

(7) To invest on behalf of itself or others, any money or property of the corporation and such additional funds as it may obtain, or any interest therein, in any manner, to vary the investments of the corporation, and generally to sell, exchange or otherwise dispose of, deal with, and turn to account, any of the assets of the corporation.

(8) To endorse, guarantee, and secure the payment and satisfaction of loans, bonds, debentures, obligations, and evidences of indebtedness, to guarantee and assure the payment or satisfaction of interest on obligations to assume the whole or any part of the liabilities, existing or prospective, of any person, corporation, firm or association.

(9) To do any and all such other acts, things, business or businesses in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated or calculated, directly or indirectly, to promote the purposes of the corporation, and in carrying on its purposes or for the purpose of attaining or furthering any of its purposes, to do any and all acts and things, and to exercise any and all other powers which a natural person could do or exercise and which now or hereafter may be authorized by law, and in any geographical location.

(B) And to promote the above charitable, and educational purposes the Corporation shall have authority to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of Idaho. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

ARTICLE V

The affairs of this corporation shall be conducted by a board of directors of not less than nine nor more than fifteen in number, with the exact number, manner of selection and qualifications as determined by the By-Laws. Directors

of this corporation shall be members of the corporation, as may be determined by the By-Laws.

ARTICLE VI

The registered office of the Corporation and its address is at:

10301 Highway 95 North

Sandpoint, Idaho 83864

The registered agent of the corporation shall be Patt Dotson at that address.

The Board of Directors may from time to time establish and maintain within said State such other place of business and such other offices as may be useful or convenient in transacting the business affairs of the corporation.

ARTICLE VII

Any person in sympathy with the causes of this corporation and desiring to become a member thereof shall be allowed to do so according to the requirements as set forth within the classes of membership and the rights of each class as stated in the By-Laws.

The manner of election or appointment and the qualifications and rights of the members will be set forth in the By-Laws as adopted by the Board of Directors. The corporation may provide in its By-Laws the terms and conditions upon which, and the time when, membership may cease; the mode, manner and effect of the expulsion or suspension of a member; the method, time and manner of withdrawal; the rights of members to vote by proxy or by mail; and any other thing in furtherance of, but not in conflict with these Articles.

ARTICLE VIII

These Articles may be amended by a two-thirds vote of the membership of said corporation present and voting at any regular or special meeting called for that purpose.

ARTICLE IX

Upon the dissolution of the Corporation, the 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 for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or literary purposes as 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 Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the First Judicial District of the State of Idaho in and for the County of Bonner, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

The names and addresses of each of the incorporators of this corporation shall also constitute the initial directors of this corporation and are as follows:

Donna Van Wy
100 Upper Gold Ck. Rd.
Sandpoint, ID 83864

Susan Zeitler
PO Box 72
Hope, ID 83836

Sandi Belote
P.O. Box 275
Sandpoint, ID 83864

Gerald H. Lewis Jr.
PO Box 158
Sandpoint, ID 83864

Gerald F. Hosterman
5265 Norman Way
Sagle, ID 83860

Michael Dotson
10301 Hwy. 95 N.
Sandpoint, ID 83864

Alan Moll
2047 Lakeshore Dr.
Sagle, ID 83860

Lorraine Haecker
PO Box 295
Hope, ID 83836

Terry Greene
1570 Lakeshore Dr.
Sagle, ID 83860

IN WITNESS WHEREOF, The above named incorporators have set their hands and seals this 27th day of August, 1985.

Donna Van Wy
Sandra Belote
Gerald F. Hosterman
Michael P. Dotson
Terry Greene

Lorraine G. Haecker
Susan C. Zeitler
Gerald H. Lewis Jr.
J. Alan Moll

SUBSCRIBED AND SWORN to before me this 27 day of August, 1985, by DONNA VAN WY, SANDRA BELOTE, GERALD F. HOSTERMAN, MICHAEL DOTSON; on August 28, 1985, by TERRY GREENE; on August 29, 1985, by LORRAINE G. HAECKER and SUSAN C. ZEITLER; and on August 30, 1985, by GERALD W. LEWIS, JR. and J. ALAN MOLL.

Russ M. Burney
Notary Public, State of Idaho