

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

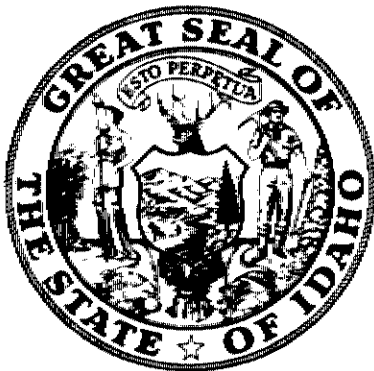
IDAHO HERPETOLOGICAL SOCIETY, INC.

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 IDAHO HERPETOLOGICAL SOCIETY, 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 August 19, 1987.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Sandra M. Anthony*

Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
IDAHO HERPETOLOGICAL SOCIETY, INC.

AUG 19 10 04 AM '87  
SECRETARY OF STATE

We, the undersigned, acting as incorporators of a non-profit corporation under and pursuant to the provisions of Chapter 3, Title 30, Idaho Code, adopt the following Articles of Incorporation.

FIRST

The name of the corporation is IDAHO HERPETOLOGICAL SOCIETY, INC.

SECOND

The corporation is a perpetual entity.

THIRD

The nature of the business and the object and purpose of the corporation shall be as follows:

1. Promote an understanding and awareness of the behavior and role of reptiles and amphibians in the ecosystem.
2. Promote, assist and actively conduct research and investigations on herpetological subjects, and to in any way publish or assist in publishing results thereof.
3. Support the development and/or improvement of herpetological collections and exhibits in zoological parks, universities and professional entities; to actively assist, advise or cooperate with these and any other organization or agency on the husbandry of reptiles and amphibians.
4. To enter into such contracts, agreements or arrangements with other persons, agencies, organizations, corporations or associations and domestic and foreign political governments, as may be desirable to further the objectives and purposes of this corporation.
5. To acquire, sell, hold, improve and dispose of such property, real or personal, as may be necessary or desirable to carry on or promote the objectives of this corporation.
6. To possess and exercise all powers necessary and incident to the foregoing objectives and purposes and which are or may be conferred by law.

7. To exercise generally the powers customarily exercised by nonprofit cooperative associations and particularly the power provided by Chapter 3, Title 30, Idaho Code.

8. The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the State of Idaho, all of which are hereby expressly claimed.

#### FOURTH

The management of the business and affairs of this corporation shall be vested in a Board of Directors, which is hereby empowered to adopt, repeal and amend such bylaws, rules and regulations for the government of this corporation and of its activities as shall be advisable from time to time in the power to admit and expel members and prescribe qualifications for membership; to appoint committees who are publicly acceptable to and serve at the pleasure of the Board, to delegate and appoint committees from among members of the Board necessary to further corporate purposes, and to delegate to such committees any and all powers conferred upon the Board; to appoint corporate officers and prescribe their duties and obligations. The Board shall have the power to acquire, sell, mortgage, lease, encumber, convey and dispose of any or all of the corporate property, real or personal, without advice or consent of members.

#### FIFTH

The number of directors of the corporation shall be as specified in the bylaws and such number may from time to time be increased or decreased in such manner as may be prescribed in the bylaws, provided the number of directors of the corporation shall not be fewer than the number required by law. The initial Board of Directors shall number five. In case of any increase in the number of directors, the additional directors shall be elected by the directors then in office and the directors so elected shall hold office until their successors are elected and qualified. The names and addresses of the initial Board of Directors are as follows:

Donald R. Brothers

HC 33 Box 1176  
Boise, Idaho 83706

Frank Lundburg

1312 N. 17th Street  
Boise, Idaho 83702

Charles W. Peterson

4475 Morris Hill Place  
Boise, Idaho 83706

Donald L. Woolery

1012 Amity  
Nampa, Idaho 83651

Gilbert A. Wyllie

306 Parkway Drive  
Boise, Idaho 83706

#### SIXTH

The officers of the corporation shall consist of a President, Vice President, Secretary and Treasurer, who shall be appointed by and at the pleasure of the Board, and exercise such duties as the Board shall prescribe. The Board may designate such additional officers as shall be deemed appropriate.

#### SEVENTH

The annual meeting of members shall be held each year, at a time and place and upon notice designated by the bylaws, at which time the members shall elect, by ballot and pursuant to the bylaws, candidates for the Board of Directors as required, and shall transact such other business as shall properly come before the meeting.

#### EIGHTH

The corporation shall be non-stock and no dividend or pecuniary benefit shall be declared or paid to the members thereof. The rights and interest of all members shall be equal.

#### NINTH

The corporation shall execute membership certificates to each member thereof, which certificate shall not be assigned so that the transferee thereof can by such transfer become a member of the Association, except by resolution of the Board of Directors.

#### TENTH

The location and post office address of the registered office of the corporation in the State of Idaho is HC 33 Box 1176, Boise, Idaho 83706. The name of the Registered Agent is Donald R. Brothers whose address is HC 33 Box 1176, Boise, Idaho 83706.

#### ELEVENTH

No member shall be individually or personally liable for the debts, obligations or liabilities of this corporation, nor have property rights in the property of the corporation, or any right to participate in any earnings thereof.

TWELFTH


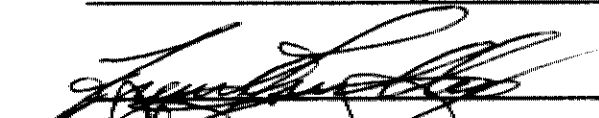
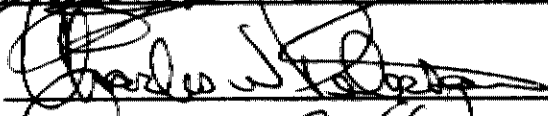

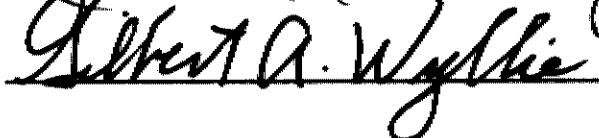
These articles may be amended in any respect conformable to the laws of the State of Idaho at the time of the amendment.

THIRTEENTH

The names and post office addresses of the persons forming this corporation are:

<u>Name</u>	<u>Address</u>
Donald R. Brothers	HC 33 Box 1176 Boise, Idaho 83706
Frank Lundburg	1312 N. 17th Street Boise, Idaho 83702
Charles W. Peterson	4475 Morris Hill Place Boise, Idaho 83706
Donald L. Woolery	1012 Amity Nampa, Idaho 83651
Gilbert A. Wyllie	306 Parkway Drive Boise, Idaho 83706

IN WITNESS WHEREOF, we have hereunto set our hands on this 18<sup>th</sup> day of August, 1987.

  
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