

**FILED EFFECTIVE**

03 OCT -9 AM 7:58 **ARTICLES OF INCORPORATION**

SECRETARY OF STATE  
STATE OF IDAHO

**OF**

**THE CENARRUSA CENTER FOR BASQUE STUDIES, INC.**

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

**ARTICLE I. NAME.**

The name of the Corporation shall be "THE CENARRUSA CENTER FOR BASQUE STUDIES, INC."

**ARTICLE II. PURPOSES**

The exclusive purposes for which the Corporation is organized and will be operated are as follows:

A. To gather, preserve, and disseminate information about Basque language and culture in the world. To effectuate the foregoing purpose, the Corporation may (i) develop a consortium of university departments and Center supporters; (ii) in collaboration with other organizations, support Basque studies programs in Idaho's public universities; (iii) encourage and support students and scholars to conduct research into Basque culture, humanities and society; and (iv) support conducting, facilitating and disseminating Basque-related research throughout the state, the northwest and the international community.

B. To conduct charitable and educational activities, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

D. To transact any and all lawful business, consistent with the purposes stated above, for which nonprofit corporations may be incorporated under the laws of the State of Idaho, as they may be amended from time to time.

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### **ARTICLE III. BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than twelve (12) individuals. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The initial Board of Directors will consist of three members. The names and street addresses of the persons constituting the initial Board of Directors are:

	<u>Name</u>	<u>Address</u>
1)	Pete T. Cenarrusa	2400 Cherry Lane Boise, Idaho 83705
2)	Freda Cenarrusa	2400 Cherry Lane Boise, Idaho 83705
3)	Roy Lewis Eiguren	2819 Crescent Rim Drive Boise, Idaho 83706

### **ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT**

The location of this Corporation is in the City of Boise, County of Ada, State of Idaho. The name of the registered agent and the physical address of the initial registered office is as follows:

Registered Agent:	Joseph A. Chertudi
Registered Office:	2600 Rose Hill Street Boise, Idaho 83705

### **ARTICLE V. INCORPORATOR**

The name and physical address of the incorporator of the Corporation is as follows:

<u>Incorporator's Name</u>	<u>Address</u>
Pete T. Cenarrusa	2400 Cherry Lane Boise, Idaho 83705

### **ARTICLE VI. MEMBERS**

The Corporation shall have no members.

## **ARTICLE VII. NONPROFIT STATUS**

The Corporation is a nonprofit corporation.

## **ARTICLE VIII. PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

## **ARTICLE IX. LIMITATIONS**

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 in Article II hereof. Except as permitted under Section 501(h) of the Internal Revenue Code of 1986 (for any period such provision applies to the Corporation), no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. 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 activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

## **ARTICLE X. DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

## **ARTICLE XI. BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 8th day of October, 2003.



Pete T. Cenarrusa, Incorporator