

**ARTICLES OF INCORPORATION  
OF  
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN, BOISE AREA BRANCH, INC.**

2014 MAR -4 AM 10: 16

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as the incorporator of American Association of University Women, Boise Area Branch, Inc., a nonprofit corporation (the "Corporation") organized and pursuant to the Idaho Nonprofit Corporation Act, Idaho Code Section 30-3-1 et seq. (the "Act"), adopts the following Articles of Incorporation (the "Articles").

**ARTICLE I**

**NAME**

The name of the Corporation is AMERICAN ASSOCIATION OF UNIVERSITY WOMEN, BOISE AREA BRANCH, INC.

**ARTICLE II**

**NONPROFIT STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III**

**PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV**

**REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office in the State of Idaho is 1088 East Fleetwood Court, Boise, Idaho 83706-5176. The name of the initial registered agent of the Corporation at this office is Julie J. Custer.

**ARTICLE V**

**PURPOSE**

The purpose of the Corporation shall be to further the American Association of University Women's ("AAUW") mission to advance equity for women and girls through advocacy, education, philanthropy, and research. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

IDAHO SECRETARY OF STATE  
03/04/2014 05:00  
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## **ARTICLE VI**

### **LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 V hereof. 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 or in opposition to any candidate for public office.

Notwithstanding any other provisions 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, as amended from time to time.

## **ARTICLE VII**

### **PROPERTY AND ASSETS**

The title to all property, funds, and assets is vested in the Corporation for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property. Property and assets shall not be used for any purpose contrary to AAUW.

## **ARTICLE VIII**

### **MEMBERS**

The Corporation shall have voting members who shall be in such classes and have such rights and responsibilities as provided for in the bylaws of the Corporation.

## **ARTICLE IX**

### **BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its board of directors. The number of directors serving on the board of directors shall be fixed in accordance with the bylaws of the Corporation. Other than directors constituting the initial board of directors, who are designated below, the directors shall be elected by the members of the Corporation in the manner and for the term provided in the bylaws of the Corporation. The names and mailing addresses of the nine (9) persons constituting the initial board of directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Kathy Scott, President	1088 East Fleetwood Court Boise ID 83706-5176
Merilee Marsh, President-Elect	2404 Parkside Drive Boise ID 83712
Stephanie Hoffman, Co-Vice President, Membership	3235 Mountain View Drive Boise ID 83704
Penelope Smith, Co-Vice President, Membership	704 Winther Boulevard Nampa ID 83651
Jeri Gowen, Vice President, Programs	15495 Orchard Avenue Caldwell ID 83607
Dena Duncan, Secretary	3257 Norfolk Way Boise ID 83706
Julie Buisman, Finance Officer	1287 West Gander Drive Meridian ID 83642
Julie Custer, Funds Chair	1088 East Fleetwood Court Boise ID 83706-5176
Gayle Wilde, Public Policy Chair	2226 East Cane Street Boise ID 83712

#### ARTICLE X

#### 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. In doing so, the Board of Directors shall distribute such assets among so many of the following nonprofit organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, in such manner as the Board of Directors shall determine: to AAUW or to an AAUW-affiliated entity designated by AAUW. 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 the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

**ARTICLE XI**

**INCORPORATOR**

The name and mailing address of the incorporator is as follows:

**NAME**

Julie J. Custer

**ADDRESS**

1088 East Fleetwood Court  
Boise ID 83706-5176

**ARTICLE XII**

**BYLAWS**

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

THE UNDERSIGNED INCORPORATOR CERTIFIES THAT SHE EXECUTES THESE ARTICLES FOR THE PURPOSES HEREIN STATED.

Signature: Julie J. Custer Date: 03/04/14  
Julie J. Custer