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ARTICLES OF INCORPORATION
OF
SMILE AT ME FOUNDATION, INC.

SECRETARY OF STATE

~~STATE OF IDAHO~~
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"), adopts the following Articles of Incorporation ("Articles").

Article I

Name

The name of the Corporation is the Smile at Me Foundation, Inc.

Article II

Non-Profit Status

The Corporation is a non-profit corporation.

Article III

Period of Duration

The period of duration of the Corporation is perpetual.

Article IV

Registered Office and Agent

The location of the Corporation is in the City of McCall, County of Valley, and in the ~~State of Idaho~~ 708 Broken Rim. The address of the initial registered office is ~~PO Box 2298~~ McCall Idaho 83638 and the name of the initial registered agent at this address is Joseph Carberry.
Mailing address PO Box 2298

Article V

Purposes

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

- a. To create and enhance adventure sport and alternative recreation opportunities in Idaho and other areas for at-risk, low income youth by:
 - (i.) seeking out grant funding to allow existing programs to offer alternative sport activities (alternative sports are sports like kayaking, rock climbing, backpacking, skateboarding, yoga);
 - (ii.) promoting the introduction of at-risk youth to alternative lifetime sports
 - (iii.) fundraising to scholarship youth in existing programs;
 - (iv.) creating outdoor programming;
 - (v.) creating a qualified network of individuals available to implement outdoor programming with at-risk youth

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- (vi.) creating a network of qualified volunteers to work in on-going recreational programs for low-income youth
 - (vii.) raising funds to construct climbing walls, whitewater parks, skate parks and other alternative sport venues.
- b. Charitable, religious, educational, or scientific 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 under such Section 501(c) (3).
- c. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things 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 therefore, may not at that time lawfully carry on or do.

Article VI

Limitations

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its 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 V hereof. No substantial part of the activities of the Corporation shall be for 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 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 of 1986, as amended from time to time.

Article VII

Members

This Corporation shall have no members.

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Article VIII

Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors. The number of directors shall be fixed in accordance with the Corporation's Bylaws.

Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the board members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names of the persons constituting the initial Board of Directors are:

Joe Carberry , 708 Broken Rein. McCall ID 83638
Jenelle Blackhurst " "
Leslie Freeman " "

Article IX

Membership Dues

Membership dues will not be collected or charged by SAM Foundation. This corporation shall have no members.

Article X

Distribution on Dissolution

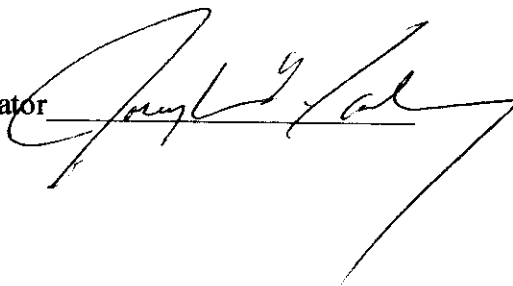
Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under 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 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 street address of the incorporator is Joseph Carberry
McCall Idaho 83638

Signature of Incorporator



Date

9/17/03

708 Broken Rein.
McCall, Id
83638