

FILED EFFECTIVE

2015 MAY -8 PM 2:05

**ARTICLES OF INCORPORATION
OF
THE GUSTAVEL WYNN FOUNDATION, INC.**

**SECRETARY OF STATE
STATE OF IDAHO**

The undersigned individual, for the purpose of forming a non-profit corporation under the laws of the State of Idaho, adopts these Articles of Incorporation:

Article First: The name of the corporation shall be: The Gustavel Wynn Foundation, Inc.

Article Second: This Corporation is a non-profit corporation and is not organized for the private gain of any person. It is organized under the Idaho Revised Nonprofit Corporation Act for public and charitable purposes.

Article Third: The Corporation shall not have voting members or non-voting members.

Article Fourth: The street address of the corporation's initial registered office in Idaho is 5713 E. Shoreline Dr., Post Falls, ID 83854. The name of the corporation's initial registered agent at such address is Jack Wynn Gustavel.

Article Fifth: The name and address of the incorporator of the corporation are: Seamus P. Smith, 3400 College Blvd., Leawood, Kansas 66211.

Article Sixth: The affairs of the corporation shall be managed by its Board of Directors. The power to adopt, alter or repeal the Bylaws of the corporation shall be vested in the Board of Directors. The initial number of directors shall consist of three (3) individuals. The names and addresses of the initial directors who are to serve until their successors have been elected are:

Name	Address
Jack Wynn Gustavel	5713 E. Shoreline Dr. Post Falls, ID 83854
Jill A. Hathaway	5713 E. Shoreline Dr. Post Falls, ID 83854
Lynn J. Taylor	5713 E. Shoreline Dr. Post Falls, ID 83854

Article Seventh: The duration of the corporation shall be perpetual.

Article Eighth: These Articles of Incorporation shall be effective upon filing.

Article Ninth: 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.

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Article Tenth: 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 Tenth 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 provision of these articles, the corporation shall not carry on any other activities 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article Eleventh: The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article Twelfth: The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article Thirteenth: The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article Fourteenth: The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article Fifteenth: The Corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article Sixteenth: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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This document has been signed on this 8 day of May, 2015.

A handwritten signature in black ink, appearing to be 'SPS', written over a horizontal line.

Seamus P. Smith, Incorporator

IDAHO SECRETARY OF STATE
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