

B0758-9311 03/13/2023 3:26 PM Received by Office of the Idaho Secretary of State

**ARTICLES OF INCORPORATION OF  
THE FRIENDS OF NORTH IDAHO STATE FAIR, INC. -FILED-**

For Office Use Only

The undersigned, acting as the incorporator of a nonprofit corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 1, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

File #: 0005159013

Date Filed: 3/13/2023 3:26:00 PM

**ARTICLE I - NAME**

The name of the Corporation is The Friends of the North Idaho State Fair, Inc.

**ARTICLE II – REGISTERED OFFICE AND AGENT**

The Corporation's registered office is located at 700 Northwest Boulevard, Coeur d'Alene, Idaho 83814. The Corporation's Registered Agent is Ramsden, Marfice, Ealy & De Smet, LLP.

**ARTICLE III - PURPOSE**

The Corporation is organized exclusively for charitable, religious, educational, and/or scientific purpose as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), and to the extent permissible therein, will exercise all lawful purposes under the Act.

These purposes include but are not limited to the following:

1. Making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.
2. To provide financial support for the North Idaho State Fair as conducted by Kootenai County, a local government;
3. To promote and help fund public fair and rodeo activities in Kootenai County;
4. To undertake and conduct any other community non-profit activities for the benefit of the public, including in part operating and/or otherwise facilitating sales and fundraisers conducted by other organizations Section 501(c).

**ARTICLE IV - RESTRICTIONS**

The Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, and/or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation and/or reimbursement for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), 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 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.

In the event that this Corporation shall become a "private foundation" within the meaning of Section 509 of the Code, the Corporation: (a) shall distribute such amounts for each taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Code; (b) shall not engage in any act of self-dealing as defined in section 4941(d) of the Code; (c) shall not retain any excess business holdings as defined in section 4943(c) of the Code; (d) shall not make any taxable expenditures as defined in section 4944 of the Code; (e) shall not make any taxable expenditures as defined in section 4945(d) of the code; and (f) shall be authorized to terminate its status as a "private foundation" in a manner described in section 507(b)(1) of the Code.

#### **ARTICLE V - MEMBERS**

The corporation will not have members.

#### **ARTICLE VI – MANAGEMENT & INITIAL BOARD OF DIRECTORS**

Pursuant to presently stated Idaho Code § 30-30-601, all of the Corporation's corporate powers shall be exercised by and/or under the authority of its Board of Directors ("Board"), and the affairs of the Corporation shall be managed by the Board. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, but in no case may be less than three (3) directors. The Board's respective directors ("Director") shall be elected in the manner and for the term provided in the Corporation's Bylaws.

The names and addresses of the persons constituting the initial Board of Directors, and therefore until their successors are elected and shall qualify, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Alexcia Jordan	4056 N. Government Way Coeur d' Alene, ID 83815
Jerry Johnson	4056 N. Government Way Coeur d' Alene, ID 83815
Elise Burton	4056 N. Government Way Coeur d' Alene, ID 83815

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Dave Fair

4056 N. Government Way  
Coeur d' Alene, ID 83815

**ARTICLE VII - DISTRIBUTION OF ASSETS UPON DISSOLUTION**

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 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.

**ARTICLE VIII - INCORPORATOR**

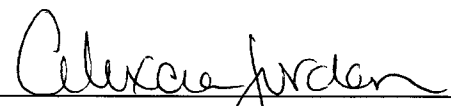
The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Alexcia Jordan	4056 N. Government Way Coeur d' Alene, ID 83815

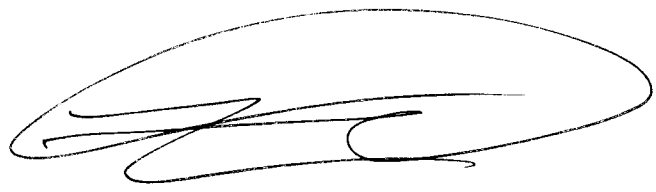
**ARTICLE IX - INTERNAL AFFAIRS**

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

DATED this 7 day of March, 2023.

  
\_\_\_\_\_  
Alexcia Jordan, Incorporator

Appointment of the undersigned as registered agent for the Corporation is hereby acknowledged and accepted:

  
\_\_\_\_\_  
Rick Haruthunian, of the Firm:  
Ramsden, Marfice, Ealy & De Smet, LLP  
Registered Agent