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AMENDED & RESTATED ARTICLES OF INCORPORATION
OF
THE JOHN BORBONUS MEMORIAL FOUNDATION, INC.
(an Idaho Nonprofit Corporation)

Pursuant to Sections 30-30-705 and 706, Idaho Code, of the Idaho Nonprofit Corporation Act, Title 30, Chapter 30, Idaho Code (the “Act”), the Articles of Incorporation of **THE JOHN BORBONUS MEMORIAL FOUNDATION, INC.**, an Idaho nonprofit corporation, are hereby **amended and restated in its entirety** to read as follows:

ARTICLE I
NAME

The name of the Corporation is **THE BORBONUS FAMILY FOUNDATION, INC.**

ARTICLE II
NONPROFIT STATUS

The Corporation is a nonprofit corporation intended to qualify as a tax-exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or to corresponding provisions of subsequent internal revenue laws of the United States (the “Code”). The Corporation is also intended to be an organization described under Section 509 of the Code as a private foundation. The Corporation is subject to the provisions of Section 30-30-105, Idaho Code, addressing private foundations, the terms of which are specifically incorporated herein by this reference.

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**ARTICLE III
PERIOD OF DURATION**

The period of duration of the Corporation is perpetual until dissolved by the terms of these Articles of Incorporation, the Corporation's Bylaws, or as otherwise permitted or authorized by law.

**ARTICLE IV
REGISTERED OFFICE AND AGENT; MAILING ADDRESS**

The address of the registered office of this Corporation is **2528 N Cloverdale Road, Boise, Idaho 83713**, and the name of the registered agent at this address is **TERRY COOK**. The mailing address of the Corporation is **2528 N Cloverdale Road, Boise, Idaho 83713**.

**ARTICLE V
PURPOSES**

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

- A. To promote and support athletic and educational programs for young people involved in youth sports, with an emphasis on those individuals or programs involving the game of golf.

- B. To promote and support programs for the education, health, or other well-being for veterans of the US military, with an emphasis on those programs which aid those who served in Iraq.

- C. To support and promote programs centered on education or enjoyment of horticultural, botanical, or arboreal natural spaces, open to the general public.

D. To make contributions and gifts for charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, and which are not private foundations as defined under Section 509 of the Code.

E. To exercise all powers granted by law to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, and make contributions and gifts in such amounts as the Board of Directors may determine, subject to the provisions of Idaho Code Section 30-30-105, the private foundation rules set out in the Code, and the limitations set out below enumerating those rules, requirements, and restrictions.

F. Any other lawful purpose under the Act and/or the Code.

ARTICLE VI
COMPLIANCE WITH CODE PROVISIONS TO AVOID TAX UNDER SECTIONS 4941
THROUGH 4945 OF THE CODE

In compliance with provisions of the Code to avoid tax under Sections 4941 through 4945 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 the Corporation 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 investments in any manner as to subject the Corporation to tax under Section 4944 of the Code; and

E. shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE VII LIMITATIONS

No part of the net earnings 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 exempt purposes set forth above. 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 of Incorporation, 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 Code, as amended from time to time.

ARTICLE VIII NO MEMBERS OR STOCK

The Corporation shall have no members and no capital stock and shall be managed by its Board of Directors.

**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 Corporation's Bylaws, but in no case may be less than three (3) Directors. Other than the Directors constituting the Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the current Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Gerhard Borbonus	2528 N Cloverdale Road Boise, Idaho 83713
Cordell Chigbrow	250 S 5 th Street, Suite 150 Boise, Idaho 83702
Royce Chigbrow	7371 W Baron Lane Boise, Idaho 83714
Carey McNeal	802 W Bannock, Ste 100 Boise, Idaho 83702
Ron Sali	2528 N Cloverdale Road Boise, Idaho 83713
Hayward Sawyer	800 W Main Street, Ste 1460 Boise, Idaho 83702

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 tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, and contributions to which are deductible for federal income, gift and estate tax purposes under Section 170, Section 2522 and Section 2055 of the Code, in such a manner as the Board of Directors shall determine, giving preference to such organization or organizations that have the same or similar exempt purposes as the Corporation. Any such assets not so distributed shall be distributed by the District Court for 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 L. Victoria Meier of the law firm Eberle Berlin Kading Turnbow & McKlveen Chartered located at 1111 W. Jefferson Street, Suite 530, Boise, ID 83702.

ARTICLE XII

BYLAWS

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

**ARTICLE XIII
AMENDMENT**

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws as provided in the Bylaws, as the same may be amended and restated.

**ARTICLE XIV
CONSTRUCTION AND SEVERABILITY**

If there is any conflict between the provisions of these Articles and the Bylaws of the Corporation, the provisions of these Articles shall govern. Should any of the provisions or portions of these Articles be held unenforceable or invalid for any reason, the remaining provisions and portions of these Articles shall be unaffected by such holding and construed to give these Articles the furthest enforcement and effect as possible consistent with the purposes of the Corporation and its exempt activities.

**ARTICLE XV
MANNER OF ADOPTION**

Each amendment consists exclusively of matters which do not require approval by the Members or any other person other than the Board of Directors pursuant to Section 30-30-705, Idaho Code, and Section 30-30-801, Idaho Code, and was, therefore, adopted by the unanimous consent of all of the Board of Directors of the Corporation.

[Signatures on the following page]

DATED this 26TH day of SEPTEMBER, 2023.

DIRECTORS:



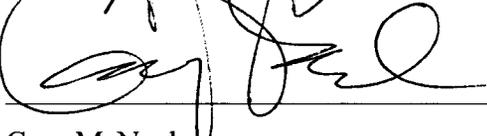
Gerhard Borbonus



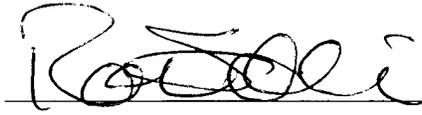
Cordell Chigbrow



Royce Chigbrow



Cary McNeal



Ron Sali



Hayward Sawyer

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