

**FILED AT THE REQUEST OF:**  
Ryan E. Stratton  
398 S. 9th Street, Ste. 290  
Boise, Idaho 83702

**FILED BY:**  
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Boise, Idaho 83702

*For Office Use Only*

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**ARTICLES OF INCORPORATION**  
**OF**  
**GREATER BOISE AQUATICS FOUNDATION, INC.**

The undersigned, in order to form a nonprofit corporation under the provisions of Title 30, Chapter 30, under the Idaho Nonprofit Corporation Act (the “*Act*”), acting as the incorporator of Greater Boise Aquatics Foundation, Inc. (the “**Corporation**”), hereby adopts and submits the following Articles of Incorporation to the Secretary of State:

**ARTICLE I. NAME**

The name of the corporation shall be “Greater Boise Aquatics Foundation, 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. PURPOSES**

The Corporation is organized exclusively for charitable, scientific, religious, literary or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of future federal tax code (the “*Code*”), including,

without limitation, to provide charitable amateur sports competitions and aquatics programming to educate on the importance of teamwork, leadership, fitness and fellowship; and, to exercise any and all other powers permitted under the Code, the Act and other applicable laws.

#### **ARTICLE V. REGISTERED AGENT AND OFFICE**

The name of the registered agent is Ryan Stratton and the address of the registered office for the corporation is 398 S. 9th Street, Ste. 290, Boise, Idaho 83702.

#### **ARTICLE VI. BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than seven (7) individuals. The actual number of Directors shall be determined in the Bylaws of the Corporation. The initial Board of Directors is set forth below. Term length and protocols for appointment, resignation, and succession shall be determined in the Bylaws of the Corporation.

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

<u>NAME</u>	<u>ADDRESS</u>
Jeff Erwin	4361 N. Cartwright Rd., Boise, Idaho 83714
Ryan Stratton	398 S. 9th Street, Ste. 290, Boise, Idaho 83702
Melanie Rubocki	1111 West Jefferson Street, Suite 500, Boise, Idaho 83702

#### **ARTICLE VII. INCORPORATOR**

The name and street address of the incorporator is Ryan E. Stratton, 398 S. 9th Street, Ste. 290, Boise, Idaho 83702.

#### **ARTICLE VIII. Mailing Address**

The mailing address of the Corporation shall be 398 S. 9th Street, Ste. 290, Boise, Idaho 83702.

## ARTICLE IX. NO MEMBERS

The Corporation shall have no members.

## ARTICLE X. DISTRIBUTION ON DISSOLUTION

No director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its affairs. 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 the time qualify as exempt organizations under Section 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 such purposes or to such organizations as such court shall determine to be consistent with the purposes of the Corporation.

## ARTICLE XI. LIMITATIONS

(a) The Corporation shall not have or issue shares of stock. The Corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any director or officer of the Corporation, or any private individual, except that the Corporation shall be authorized and empowered to make payment of reasonable compensation and distributions to organizations that qualify as exempt under Code Section 501(c)(3) and otherwise in furtherance of the purposes of the Corporation and subject to the limitations of Article X and this Article XI hereof.

(b) No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, except to the extent that an organization exempt from federal income tax under Code Section 501(c)(3) can engage in such activities without incurring any penalties, excise taxes or losing its status as an organization exempt from federal income tax under Code Section 501(c)(3). The Corporation shall not, directly or indirectly, participate in or intervene in (including by the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

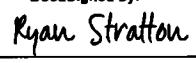
(c) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Code Section 501(c)(3) or by an organization contributions to which are deductible under Code Section 170(c)(2).

## **ARTICLE XII. INDEMNIFICATION**

To the fullest extent permitted by Idaho law, the Corporation is authorized to provide indemnification of its directors, officers and employees.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the undersigned has subscribed these Articles of Incorporation executed as of this 5th day of March, 2021.

—DocuSigned by:  
  
Ryan Stratton  
5828721C9BC0418  
Ryan E. Stratton, Incorporator