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ARTICLES OF INCORPORATION

OF

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FRIENDS OF PHILLIPS FARM, INC.

SECRETARY OF STATE
STATE OF IDAHO

Article I Name.

The name of the Corporation is Friends of Phillips Farm, 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 Registered Office and Agent.

The location of the Corporation is in the City of Moscow, County of Latah, and in the State of Idaho. The address of the initial registered office is 1018 East E St., Moscow, Idaho 83843 and the name of the initial registered agent at this address is Katherine P. Dawes.

Article V Purposes.

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

- A. To implement Virgil Phillips' wishes as stated in his last will and testament regarding use of the Phillips Farm property: "for the benefit and use of the children of Moscow, Idaho for recreation purposes."
- B. To provide citizens of Moscow, Idaho, Latah County and other visitors opportunities to learn about natural and managed ecosystems while exploring and learning from nature and learning about Native American and pioneer history of the Palouse Bioregion.
- C. To restore, enhance, and maintain ecological diversity and habitat that is characteristic of the Palouse Bioregion, including forest, native Palouse prairie, riparian areas and wetlands by engaging youth and adults in habitat restoration service-learning activities and citizen wildlife-monitoring programs.
- D. Friends of Phillips Farm, Inc. projects shall augment and enhance educational and recreational opportunities beyond routine maintenance and operations.
- E. Educational, scientific, and charitable purposes 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).

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F. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, all powers enumerated at Idaho Code Section 30-3-24, and 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. All funds, whether income or principal, and whether acquired by gift, contribution, or otherwise, shall be devoted to the foregoing purposes.

Article VI Limitations.

The Corporation is not organized, nor shall it be operated, for pecuniary gain or profit. No part of the net earnings or the assets 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 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. The Corporation shall not lend any of its assets to any officer or director of the Corporation, or guarantee to any person the payment of a loan by an officer or director. 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 No Members.

The Corporation shall have no members.

Article VIII 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 constituting the initial Board of Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

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

<u>NAME</u>	<u>ADDRESS</u>
Daniel Leonard	11 Johnson 2nd St. Colton, WA 99113

Lee Anne Eareckson **1207 East F Street**
Moscow, ID 83843

Katherine P. Dawes **1018 East E Street**
Moscow, ID 83843

Margaret Littlejohn **1022 Colt Rd.**
Moscow, ID 83843

Gail Cochran **520 East B Street**
Moscow, ID 83843

Kama White **457 Ridge Rd.**
Moscow, ID 83843

Article IX 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 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 a 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 located, exclusively for the purposes or to such organizations, as the court shall determine to be consistent with the purposes of the Corporation.

Article X Incorporator.

The name and street address of the incorporator is Katherine P. Dawes, 1018 East E St., Moscow, Idaho 83843.

Article XI Bylaws.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 23rd day of June, 2010

Katherine P. Dawes
Incorporator