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ARTICLES OF INCORPORATION

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-FILED-

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Date Filed: 11/8/2023 1:04:00 PM

of

Boise Halloween Parade Association, Inc.

(an Idaho Nonprofit Corporation)

KNOW ALL PERSONS BY THESE PRESENTS, that I, the undersigned, being a mature person of full age and citizen of Idaho and the United States, in order to form a nonprofit corporation hereafter stated pursuant to the provisions of Chapter 30, Title 30, Idaho Code do hereby certify as follows:

ARTICLE I : NAME

- **1.1** The name of the corporation shall be "BOISE HALLOWEEN PARADE ASSOCIATION, INC.", which is a nonprofit corporation.

ARTICLE II : EFFECTIVE DATE

- **2.1** When filed with the Secretary of State.
- **2.2** The duration of the Corporation is perpetual.

ARTICLE III : PURPOSE

- **3.1** Produce the annual Halloween parade in Boise, Idaho, and other street performance art pieces throughout the Boise Metropolitan Area.
- **3.2** To solicit, collect, and administer funds exclusively for such charitable, educational and scientific purposes as permitted for organizations defined in Section 501(c)3 of the Internal Revenue Code, or corresponding sections of any future federal tax code.

- **3.3** To make distributions to organizations that qualify as exempt organizations under Section 501(c)3 of the Internal Revenue Code, or the corresponding sections of the U.S. Tax Code.
- **3.4** To sell, convey and dispose of any property and to invest and reinvest the property held.
- **3.5** To deal with and distribute the corporation's income and assets in such a manner as in the director's judgment will best promote its objectives and purposes, without limitations except such, if any, as may be contained in the instruments under which property is conveyed to the corporation.
- **3.6** To exercise generally any power which is consistent with the purposes described above and which a nonprofit corporation organized under the provisions of the Idaho Nonprofit Corporation Act may exercise, but no other power.
- **3.7** 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 publication or distribution of statements), any political campaign on behalf of or in opposition of any candidate for public office.
- **3.8** Notwithstanding any other provisions of these articles, the Corporation shall not carry on any activities not permitted to be carried out by a corporation exempt from federal income tax under Section 501(c)3 of the Internal Revenue Code, or the corresponding sections of any future federal tax code, and; by a corporation contributions to which are deductible under Section 170(c)2 of the Internal Revenue Code, or the corresponding sections of any future federal tax code.

ARTICLE IV : MEMBERS

- **4.1** The Corporation does not have voting members.

ARTICLE V : ASSET DISTRIBUTION UPON DISSOLUTION

- **5.1** Upon dissolution of the Corporation, assets shall be distributed at the discretion of the directors for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code, or the corresponding sections 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.

- **5.2** Any assets not so disposed 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 purpose.

ARTICLE VI : IRS DESIGNATION

- **6.1** Corporation will obtain and maintain 501(c)3 status.

ARTICLE VII : MAILING ADDRESS

- **7.1** Boise Halloween Parade Association, Inc.
Post Office Box 475
Boise, Idaho. 83701

ARTICLE VIII : REGISTERED AGENT

- **8.1** Idaho Registered Agent, LLC
784 S Clearwater Loop, Suite R
Post Falls, Idaho. 83854

ARTICLE IX : INCORPORATOR

- **9.1** Michael Murphy
750 W Bannock St # 475
Boise, Idaho. 83702

ARTICLE X : DIRECTORS

- **10.1** The affairs of the Corporation shall be managed by a volunteer Board of Directors.
- **10.2** The Board shall consist of not less than three (3) persons and not more than seven (7) persons, who shall serve two (2) year terms, with no term limits.

- **10.3** The Board shall be responsible for determining basic long range policies of the Corporation and for the management of the Corporation.
- **10.4** Directors may be reimbursed for reasonable expenses while performing such duties.
- **10.5** The Board of Directors shall have the power and the authority granted or permitted by law, including all powers necessary and appropriate to the management of the affairs of the Corporation and the advancement of its purpose.
- **10.6** The Board may delegate management of the activities of the Corporation to any persons or committee, however composed, provided that all the actions of the Corporation shall be managed and all Corporate powers shall be exercised under the ultimate direction of the Board of Directors.
- **10.7** By a vote of two-thirds of the members of the Board of Directors present at such a meeting, a Director may be removed for just cause, found and declared in such a resolution for removal; provided that notice is made of the meeting and sent via USPS Certified Mail - Return Receipt Requested to the challenged Director, with said Director to be given opportunity for rebuttal at the meeting.
- **10.8** Vacancies Will be filled by nomination by at least one Director and unanimous approval of the members of the Board of Directors present at such a meeting.
- **10.9** New Board members shall be admitted upon nomination of at least one Director and unanimous approval of the members of the members of the Board of Directors present at such a meeting.

ARTICLE XI : INITIAL DIRECTORS

- **11.1** Nicole Ferguson
750 W Bannock St # 475
Boise, Idaho. 83702

- **11.2** Yurek Hansen
750 W Bannock St # 475
Boise, Idaho. 83702

- **11.3 Michael Murphy**
750 W Bannock St # 475
Boise, Idaho. 83702

ARTICLE XII : OFFICERS

- **12.1** The Board shall elect a President, a Secretary, and a Treasurer who will have such duties as normally pertain to their office.
- **12.2** Additional officers, if any, shall be chosen in such a manner as the Board may prescribe and hold office at the pleasure of the Board.

ARTICLE XIII : MEETINGS

- **13.1** The Board of Directors shall hold an annual meeting on the second Sunday of January at 17:30, Mountain Standard Time.
- **13.2** The Directors of the Corporation may meet by teleconference or any other electronic means that permits each Director to communicate adequately with each other.
- **13.3** Special meetings can be called at any time and place specified in a written demand of a majority of the members of the Board. The business to be transacted at such special meetings shall be stated in the notice thereof, and no other business may be considered at that meeting.
- **13.4** One (1) Director shall constitute a quorum.
- **13.5** Provided a quorum is present, the act of the majority of the Directors present shall be the act of the Board of Directors.
- **13.6** Only Directors present at any meeting may vote. Proxies are not accepted at meetings of the Board.
- **13.7** In the case of an equality of votes, the motion shall be defeated.
- **13.8** A Director may be removed by a resolution of the Board if they have been absent from two (2) consecutive meetings of the Board without a reason deemed by the Board to be adequate. The Board shall pass a measure to excuse the Director's absence or to remove the Director.

ARTICLE XIV : LIMITATION OF DIRECTORS LIABILITY

- **14.1** A Director shall not be personally liable to the Corporation for monetary damages of the Director’s fiduciary duty, except a Director’s liability is not limited for:
 - **14.1.a** a breach of the Director’s duty of loyalty to the Corporation;
 - **14.1.b** acts or omissions not in good faith or that involve intentional misconduct or knowing violation of the law;
 - **14.1.c** a violation of the Idaho Nonprofit Corporation Act that relates to the making of unauthorized distributions or loans;
 - **14.1.d** a transaction from which the Director derived an improper personal benefit;
 - **14.1.e** An act or omission that is grossly negligent; or, facts of omissions for which the Directors are required to have liability under current or future federal or state law.

- **14.2** The Corporation shall assume all liability to any persons other than the Corporation for all acts or omissions of a Director incurred in the good faith performance of the Director’s duties as such.
- **14.3** If, after the original adoption of this article, the Idaho Nonprofit Corporation Act is amended to further eliminate or limit the liability of a Director, then a Director (in addition to the circumstances in which a Director is not personally liable as set forth in this article) shall, to the fullest extent permitted by the Idaho Nonprofit Corporation Act as so amended, not be liable to the Corporation.
- **14.4** No amendment or repeal of this article shall increase the liability or alleged liability of any Director for or with respect to any acts or omissions of such Director occurring before such amendment or repeal.

ARTICLE XV : ASSUMPTION OF LIABILITY FOR ACTS OF NON DIRECTOR VOLUNTEERS

- **15.1** The Corporation shall assume the liability for all acts or omissions of a Non Director Volunteer, if all the following conditions are met:

- **15.1.a** The Non Director Volunteer was acting or reasonably believe they were acting within the scope of their authority;
- **15.1.b** the Non Director Volunteer was acting in good faith;
- **15.1.c** the Non Director Volunteer's conduct did not amount to gross negligence or wilful and wanton misconduct;
- **15.1.d** the Non Director Volunteer's liability was not a tort arising out of ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed by appropriate Idaho legislation.
- **15.2** No amendment or repeal of this article shall reduce the scope of the Corporation's assumption of liability under this article for or with respect to any Non Director Volunteer's acts or omissions that occur before such amendment or repeal.

ARTICLE XVI : INDEMNIFICATION OF DIRECTORS AND OFFICERS

- **16.1** The Corporation shall indemnify any Director or Officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding by reason of the fact that they is or was a Director or Officer, or is or was serving at the request of the Corporation in another capacity, to the fullest extent allowed by the Idaho Nonprofit Corporation Act.
- **16.2** The Board may indemnify persons who are not Directors or Officers to the extent authorized by resolution of the Board of Directors or by contractual agreement authorized by the Board of Directors.
- **16.3** A change in the Idaho Nonprofit Corporation Act or these articles that reduce the scope of indemnification shall not apply to any action or commission that occurs before the change.

ARTICLE XVII : AMENDMENTS

- **17.1** These articles may be altered, amended, or repealed by a two-thirds majority vote of the Board of Directors in attendance.

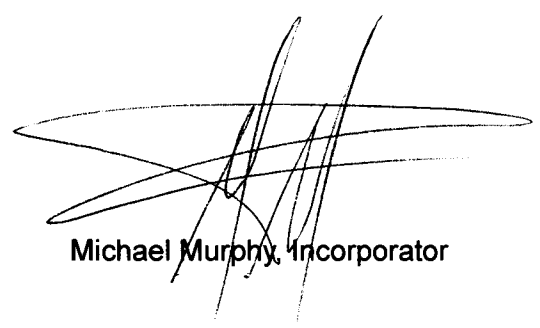
ARTICLE XVIII : MISCELLANEOUS

- **18.1** All meetings of the Board of Directors shall be governed by the most recent edition of Robert's Rules of Order.
- **18.2** The Fiscal Year shall end on December 31st at 23:59 Mountain Standard Time.
- **18.3** All checks, drafts, demands for money and notes of the Corporation and all written contracts of the Corporation shall be signed by such officers, agent or agents, as the Board of Directors may from time to time by resolution designate.
- **18.4** Except as set forth in these articles, no person shall represent or have the authority to bind the Corporation unless specifically authorized by the Board of Directors.

ARTICLE XIX : SEVERABILITY

- **19.1** If any provision of these articles or the application of any provision hereof to any person or circumstances is held invalid, unenforceable or otherwise illegal, the remainder of these articles and the application of such provisions to other person or circumstance will not be affected, and the provision so held to be invalid, unenforceable or otherwise illegal will be reformed to the extent, and only the extent, necessary to make it valid, enforceable or legal.

IN WITNESS WHEREOF I have affixed my hand this 8TH Day of Dec 2023



Michael Murphy, Incorporator