

**ARTICLES OF INCORPORATION
OF
MIDTOWN COLLECTIVE INC.
An Idaho Nonprofit Corporation**

For Office Use Only

-FILED-

File #: 0005195454

Date Filed: 4/11/2023 1:08:00 PM

The undersigned individual of the age of 18 years or older, acting as incorporator, under the Idaho Nonprofit Corporation Act (the "Act"), adopts the following Articles of Incorporation:

**ARTICLE I
NAME AND DURATION**

The name of this corporation is Midtown Collective Inc. (the "Corporation") and its duration shall be perpetual.

**ARTICLE II
PURPOSES**

The Corporation is organized and operated exclusively for religious, charitable, literary, and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Code"). Subject to the preceding sentence and the restrictions set forth in these Articles of Incorporation, the Corporation shall have and may exercise all the rights and powers of a nonprofit corporation under the Act.

**ARTICLE III
CONSTRUCTION**

It is intended that the Corporation qualify as an organization which is exempt from federal income taxation under Section 501(c)(3) of the Code, contributions to which are deductible for federal income, estate, and gift tax purposes under Sections 170(c), 2055(a)(2), and 2522(a)(2) of the Code. These Articles of Incorporation shall be construed and interpreted accordingly.

**ARTICLE IV
RESTRICTIONS**

No part of the net earnings of the Corporation shall inure to the benefit of any private individual. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in, or publish or distribute any statements in connection with, any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any provision of these Articles of Incorporation to the contrary, the Corporation shall not engage in any activities which are not permitted for a corporation which is exempt from federal income tax under Code section 501(c)(3) or to which contributions are deducted under Code sections 170(c), 2055(a)(2) or 2522(a)(2).

ARTICLE V
REGISTERED AGENT

The Corporation's registered agent is Trevor Lubiens, whose registered office has an address at 3730 N Covered Wagon Way, Boise, ID 83713-3819.

ARTICLE VII
MEMBERS

The Corporation shall have no members.

ARTICLE VIII
DIRECTORS

The names and addresses of the persons who will serve as the initial directors of the Corporation, and who have consented to the appoint, are as follows:

<u>Name</u>	<u>Address</u>
Patrick Gray	2273 W Forest Grove, Ct. Eagle, ID 83616
Andy Hampton	938 E. Leighfield Dr., Meridian, ID 83646
Mike Marston	2923 S. Fox Run Ave. Eagle 83616

The powers and duties, number, qualifications, terms of office, manner of election, time, and criteria for removal of directors shall be as set forth in the Bylaws.

ARTICLE IX
LIABILITY OF DIRECTORS

To the fullest extent permitted under the Act, as amended, no qualified director of the Corporation shall be personally liable to the Corporation for monetary damages based on acts committed or omissions while a director or officer of the Corporation. No repeal or amendment of this article shall adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or amendment.

ARTICLE X
INDEMNIFICATION

10.1 Generally. The Corporation shall to the fullest extent permitted by law indemnify any person who is or was a director or officer of the Corporation against any and all liability incurred by such person in connection with any claim, action, suit, or proceeding or any threatened claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a director or officer of the Corporation, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal

proceeding such person had no reasonable cause to believe the conduct was unlawful. Liability includes reasonable attorney fees and expenses, judgments, fines, costs, and amounts actually paid in settlement. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal proceeding, had reasonable cause to believe that such conduct was unlawful. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights to which any such director or officer may be entitled under any statute, bylaw, agreement, or otherwise.

10.2 Actions by or in the Right of the Corporation. In connection with any proceeding brought by or in the right of the Corporation, the Corporation may not indemnify any person who is or was a director or officer of the Corporation if such person has been adjudged by a court of law to be liable to the Corporation, unless the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability, in view of all the circumstances of the case such person is fairly and reasonably entitled to indemnity.

10.3 Self-Interested Transactions. The Corporation may not indemnify any person who is or was a director or officer of the Corporation in connection with any proceeding charging improper personal benefit to such person in which such person has been adjudged liable on the basis that personal benefit was improperly received by such person, unless the court in which the action or suit was brought determines upon application that, despite the adjudication of liability, in view of all circumstances of the case such person is fairly and reasonably entitled to indemnity.

10.4 Determination of the Propriety of Indemnification. The determination that indemnification is proper shall be made by the majority vote of a quorum consisting of the directors who were not parties to the proceeding or, if such a quorum of the Board of Directors cannot be obtained, by the majority vote of a committee, duly designated by the Board of Directors, consisting of at least two directors who were not parties to the proceeding. If there are not two directors who were not parties to the proceeding, the full Board of Directors shall select special legal counsel to determine whether indemnification is proper.

10.5 Evaluation of Expenses. An evaluation as to the reasonableness of expenses shall be made by the majority vote of a quorum consisting of directors who were not parties to the proceeding or, if such a quorum of the Board of Directors cannot be obtained, by the majority vote of a committee, duly designated by the Board of Directors, consisting of at least two directors who were not parties to the proceeding. If there are not two directors who were not parties to the proceeding, the full Board of Directors, including directors who were parties to the proceeding, shall evaluate the reasonableness of expenses.

10.6 Advance of Expenses. Expenses incurred with respect to any claim, action, suit, or other proceeding of the character described in this article may be advanced by the Corporation prior to the final disposition of such proceeding if (a) the director or officer provides written affirmation to the Corporation of such person's good faith belief that such person satisfies

the criteria for indemnification, and (b) the director or officer gives the Corporation a written undertaking to repay the advanced amount if it is ultimately determined that the director or officer is not entitled to indemnification under this article. The undertaking shall be a general obligation of the director or officer, but need not be secured and may be accepted by the Board of Directors without reference to the director or officer's financial ability to make repayment.

10.7 Insurance. The Board of Directors shall have the power to purchase insurance on behalf of any individual who is or was an director or officer of the Corporation against liability asserted against or incurred by such individual arising out of such individual's status as a director or officer of the Corporation, whether or not the Corporation would have the power to indemnify such individual against liability under the provisions of this Article.

10.8 Amendment to Article. No repeal or amendment of this article shall adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or amendment.

ARTICLE XI **DISSOLUTION**

Upon dissolution or final liquidation of the Corporation, the assets of the Corporation remaining after payment of or provision for the liabilities and obligations of the Corporation shall be distributed exclusively to one or more tax-exempt organizations described in Code Section 501(c)(3) that are selected by the Board of Directors. If no qualified organization is selected, the assets of the Corporation shall be distributed to one or more tax-exempt organizations described in Code Section 501(c)(3) that a court of competent jurisdiction of the county in which the principal office of the Corporation is then located.

ARTICLE XII **AMENDMENT**

The Board of Directors may amend these Articles of Incorporation by the affirmative vote of a majority of the Directors then in office at any meeting of the Board of Directors or by written consent in lieu of a meeting. The meeting notice shall state that a purpose of the meeting is to consider an amendment to the Articles of Incorporation and shall include a copy or summary of the proposed amendment.

ARTICLE XIII **INCORPORATOR**

The name and address of the incorporation of the Corporation is Trevor Lubiens, 3730 N Covered Wagon Way, Boise, ID 83713-3819.

I, the undersigned organizer, declare under penalties of perjury, that I have examined the foregoing, and to the best of my knowledge and belief, these Articles of Incorporation are true, correct, and complete.

Dated: March 31, 2023

By: 
Trevor Lubiens, Incorporator

B0787-2895 04/11/2023 1:08 PM Received by Office of the Idaho Secretary of State