

**ARTICLES OF INCORPORATION
OF
FORCE FOR GOOD FUND, INC.**

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The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I.
NAME**

The name of the corporation is Force for Good Fund, Inc.

**ARTICLE II.
PERIOD OF DURATION**

The period of its duration shall be perpetual.

**ARTICLE III.
PURPOSE**

The corporation is organized exclusively for charitable, scientific, literary or educational purposes within the meaning of and pursuant to section 501(c)(3) of the Internal Revenue Code of 1986 (or under the corresponding provision of any future United States Internal Revenue law), including but not limited to, the purpose of providing employees of Cascadia Healthcare, LLC and its affiliated entities, and their family members, with emergency relief from financial hardship due to accident, loss, or disaster. References in these Articles of Incorporation to the "Code" shall be to the Internal Revenue Code of 1986, as amended from time to time.

**ARTICLE IV.
LIMITATIONS**

A. No part of the income or net earnings of the corporation shall inure to the benefit of, or be distributable to, any director or officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and reimbursement may be made for any expenses

incurred for the corporation by any officer, director, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors); and provided further that no director or officer of the corporation, or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided in section 501(h) of the Code. The corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

B. No part of the assets of the corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

C. Upon dissolution of the corporation, all of its assets shall be paid over to one or more organizations organized and operated exclusively for charitable or educational purposes and recognized by the Internal Revenue Service as exempt from federal income tax under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any assets not so disposed shall be disposed of by a court of general jurisdiction in Ada County, Idaho.

D. Notwithstanding any other provision hereof, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax-exempt under the provisions of section 501(c)(3) of the Code.

E. Notwithstanding any other provision of these Articles during any period that the corporation is a "private foundation" within the meaning of section 509 of the Code, the corporation shall be required to distribute its income for each taxable year of the corporation at

such time and in such manner as not to subject the corporation to tax under section 4942 of the Code; and the corporation shall be prohibited from engaging in any act of self-dealing as defined in section 4941(d) of the Code, from retaining any excess business holdings in violation of the provisions of section 4943(c) of the Code, from making any investments in such manner as to subject the corporation to tax under section 4944 of the Code, and from making any taxable expenditures as defined in section 4945(d) of the Code.

**ARTICLE V.
NO MEMBERS**

The corporation shall have no voting members.

**ARTICLE VI.
BOARD OF DIRECTORS**

All business affairs of the corporation shall be conducted 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, which number shall be no less than three (3). 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 addresses of the persons who are to serve as the initial directors are:

Mark Dudley
408 South Eagle Road, Suite 205
Eagle, ID 83616

Laura W. LaForte
408 South Eagle Road, Suite 205
Eagle, ID 83616

Kristy Campbell
408 South Eagle Road, Suite 205
Eagle, ID 83616

**ARTICLE VII.
LIMITATION OF LIABILITY**

A. No Director of the corporation will be personally liable to the corporation for monetary damages for any action taken, or any failure to take any action, as a Director except liability for: (a) the amount of a financial benefit received by a Director to which the Director is not entitled; (b) an intentional infliction of harm on the corporation or the members, if any; (c) approval of a distribution or dividend in violation of a statutory restriction, or (d) an intentional violation of criminal law.

B. No officer of the corporation will be personally liable to the corporation for monetary damages for any action taken, or any failure to take any action, as an officer except for liability for: (a) the amount of a financial benefit received by an officer to which the officer is not entitled; (b) an intentional infliction of harm on the corporation or the members, if any; or (c) an intentional violation of criminal law.

**ARTICLE VIII.
INDEMNIFICATION**

A. Mandatory Indemnification. The corporation shall indemnify and advance expenses to any Director, officer or other person to the fullest extent of the law for any action taken, or any failure to take any action, as a Director, officer or agent of the corporation, except liability for: (a) the amount of a financial benefit received by the person to which the person is not entitled; (b) an intentional infliction of harm on the corporation or the members, if any; (c) approval of a distribution or dividend in violation of a statutory restriction, or (d) an intentional violation of criminal law.

B. Additional Indemnification. In addition to the corporation's indemnification obligations under this Article VIII, the Bylaws may oblige or permit the corporation to provide broader indemnification rights to any person.

C. If these Articles of Incorporation or the Bylaws are amended or repealed to restrict indemnification rights, then the broader indemnification rights that existed before the repeal or amendment will govern claims for indemnification that concern events that occurred before the amendment or repeal.

D. Self-Dealing Restriction. Notwithstanding any other provision of this Article VIII, the corporation may purchase insurance for or indemnify a person only if the Board of Directors first determines that the purchase of insurance or the indemnity is not (a) self-dealing within the meaning of section 4941 of the Code, (b) a taxable expenditure within the meaning of section 4945 of the Code, or (c) an activity that would otherwise incur taxes or other penalties under the Code.

ARTICLE IX. REGISTERED OFFICE

The address of the initial registered office of the corporation is 408 South Eagle Road, Suite 205, Eagle, ID 83616, and the name of its initial registered agent at such address is Steve LaForte.

ARTICLE X. AMENDMENT


These Articles of Incorporation may only be amended by vote of at least a majority of the corporation's Directors.

ARTICLE XI. BYLAWS

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the corporation's Bylaws.

**ARTICLE XII.
INCORPORATOR**

The name, address, and signature of the corporation's sole incorporator is set forth below:

DocuSigned by:

Steve LaForte
408 S. Eagle Road, Suite 205, Eagle, ID 83616
Date: August 3, 2020

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