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FILED AT THE REQUEST OF:
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ARTICLES OF INCORPORATION
OF
THE ALLIANCE OF IDAHO, 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 incorporator of The Alliance of Idaho, Inc. (the "*Corporation*"), hereby adopts and submits the following Articles of Incorporation to the Secretary of State:

ARTICLE 1
NAME

The name of the Corporation shall be "The Alliance of Idaho, Inc."

ARTICLE 2
DURATION

The duration of the Corporation shall be perpetual.

ARTICLE 3
PURPOSE

The Corporation is organized exclusively for exempt 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, protecting the human rights of immigrants living in the United States through low or no cost legal assistance, free community and educational programs, and facilitating access to existing local and global resources focused on assisting the United States immigrant population.

ARTICLE 4
REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent and address of the registered office for the Corporation are:

| Name | Address |
|-----------------|-------------------------------------|
| Sarah Sentilles | 251 Cranbrook Dr., Hailey, ID 83333 |

**ARTICLE 5
BOARD OF DIRECTORS**

The number of directors comprising the board of directors of the Corporation (the “*Board of Directors*”) shall be not less than three (3) nor more than nine (9), with the then-authorized number of directors fixed from time to time by the Board of Directors. The number of directors comprising the initial Board of Directors shall be four (4). The names and addresses of the initial directors are:

| Name | Address |
|-----------------|--|
| Rebecca De Leon | 2253 E. Ringneck St., Meridian, ID 83646 |
| Jaime Lima | 615 Pearl St., Boise, ID 83705 |
| Naomi Spence | 216 East Pine St., Hailey, ID 83333 |
| Muffy Davis | 711 Buttercup, Hailey, ID 83333 |

**ARTICLE 6
INCORPORATOR**

The name and address of the incorporator is:

| Name | Address |
|-----------------|-------------------------------------|
| Sarah Sentilles | 251 Cranbrook Dr., Hailey, ID 83333 |

**ARTICLE 7
MAILING ADDRESS**

The mailing address of the Corporation shall be 251 Cranbrook Dr., Hailey, ID 83333.

**ARTICLE 8
NO MEMBERS**

The Corporation shall have no members.

**ARTICLE 9
DISSOLUTION**

No director or officer of the Corporation, nor 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 such dissolution or winding up, after paying or making adequate provision for the payment of all the liabilities of the Corporation, all the remaining assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose (collectively, “*Exempt Purposes*”). Any such asset not disposed of shall be disposed of by the Blaine County District Court, Idaho (the “*Court*”), exclusively for Exempt Purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such Exempt Purposes.

ARTICLE 10 PROHIBITED ACTIVITIES

(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 pay reasonable compensation to its directors and officers for services rendered, and to make payments and distributions in furtherance of the purposes of the Corporation and subject to the limitations of Article 9 and this Article 10 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. The Corporation shall not have objectives or engage in activities that characterize it as an "action" organization within the meaning of the Code.

(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).

(d) The Corporation is prohibited from engaging in any excess benefit transaction as defined in Code Section 4958(c).

(e) If the Corporation is a private foundation for federal income tax purposes, the Corporation is prohibited from engaging in any act of self-dealing as defined in Code Section 4941(d), from retaining any excess business holding as defined in Code Section 4943(c) that would subject the Corporation to tax under Code Section 4943, from making any investments that would subject the Corporation to tax under Code Section 4944, and from making any taxable expenditure as defined in Code Section 4945(d). If Code Section 4942 is deemed applicable to the Corporation, it shall make distributions at such time and in such manner that it is not subject to tax under Code Section 4942.

ARTICLE 11 POWERS

In general, and subject to such limitations and conditions as are or may be prescribed by law, these Articles of Incorporation, or by the Bylaws of the Corporation, the Corporation shall have the authority (a) to engage in any and all such activities as are incidental or conducive to the attainment of the purposes of the Corporation set forth in Article 3 of these Articles of Incorporation and (b) to exercise any and all powers authorized or permitted under any laws that are now, or may be, applicable or available to the Corporation after the effective date of these Articles of Incorporation.

ARTICLE 12 LIMITATION OF DIRECTOR LIABILITY

To the full extent that the Idaho Nonprofit Corporation Act (as it exists on the date of these Articles of Incorporation or as it may hereafter be amended) permits the limitation or elimination of the liability of directors, a director of the Corporation shall not be liable to the Corporation for monetary damages for conduct as a director. Any amendments to or repeal of this Article 12 shall not adversely affect any right or protection of a director of the Corporation for or with respect to any acts or omissions

of such director occurring prior to such amendment or repeal. If the Idaho Nonprofit Corporation Act is amended in the future to authorize corporate action further eliminating or limiting personal liability of directors, then the liability of a director for the Corporation shall be eliminated or limited to the full extent permitted by the Idaho Nonprofit Corporation Act, as so amended, without any requirement of further action by the Corporation.

**ARTICLE 13
INDEMNIFICATION**

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

**ARTICLE 14
AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in any manner now or permitted by law after the effective date of these Articles of Incorporation.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has subscribed these Articles of Incorporation effective as of August 31, 2020.

DocuSigned by:
Sarah Sentilles
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Sarah Sentilles, Incorporator