

**ARTICLES OF INCORPORATION  
OF  
RIVERSTONE ONE STONE FOUNDATION, INC.**

**FILED/EFFECTIVE**  
OCT 16 PM 12:56  
CLERK OF STATE  
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

**ARTICLE I. NAME**

The name of the Corporation is RiverStone One Stone Foundation, 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. INITIAL REGISTERED OFFICE AND AGENT**

The location of the Corporation is in Boise, Idaho. The address of the initial registered office is 5493 Warm Springs Avenue, Boise, Idaho, 83716, and the name of the initial registered agent at this address is Lisa Fisher.

**ARTICLE V. PURPOSE**

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

A. To provide educational assistance, service-learning opportunities, and financial support to students and student-led service to the community.

B. Charitable, religious, educational, or scientific 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).

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, 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 other law, may not at that time lawfully carry on or do.

IDAHO SECRETARY OF STATE  
10/16/2002 05:00  
CK: 2497 CT: 67293 BH: 576339  
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## **ARTICLE VI. LIMITATIONS**

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. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE VII. 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 shall be fixed in accordance with the Corporation's Bylaws. Each Director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

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

<u>NAME</u>	<u>ADDRESS</u>
Israel Carr	5493 Warm Springs Avenue, Boise, Idaho, 83716
Lisa Fisher	5493 Warm Springs Avenue, Boise, Idaho, 83716
Valerie King	5493 Warm Springs Avenue, Boise, Idaho, 83716
Joel L. Poppen	5493 Warm Springs Avenue, Boise, Idaho, 83716
Lara Prader	5493 Warm Springs Avenue, Boise, Idaho, 83716
Erik Slack	5493 Warm Springs Avenue, Boise, Idaho, 83716

Kasi Smart                      5493 Warm Springs Avenue, Boise, Idaho, 83716  
Artie Vierkant                5493 Warm Springs Avenue, Boise, Idaho, 83716

#### **ARTICLE IX. DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, the assets shall be distributed for one or more exempt purposes within the meaning of the Section 501(c)(3) of the Internal Revenue Code, or corresponding section 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.

#### **ARTICLE X. INCORPORATOR**

The name and street address of the incorporator is: Joel L. Poppen, 210 Evergreen Drive, Boise, Idaho 83716.

#### **ARTICLE XI. BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 14~~th~~ day of October, 2002.

  
Joel L. Poppen