

**ARTICLES OF INCORPORATION**  
**HAND UP, INC.**

NOV 25 AM 8:25  
SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as incorporator pursuant to Idaho Code Section 30-3-16, hereby forms the following nonprofit corporation, which shall be controlled by and have the powers enumerated in the Idaho Nonprofit Corporation Act.

**ARTICLE 1**

The name of the corporation is Hand Up, Inc.

**ARTICLE 2**

The period of its duration is perpetual.

**ARTICLE 3**

The corporation is organized and will be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code") and its primary purpose shall be to receive contributions and pay them over to organizations which are described in Section 501(c)(3) of the Code and exempt from taxation under Code Section 501(a).

**ARTICLE 4**

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 3 above.

(b) 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 publishing or distributing statements) any political campaign on behalf of or opposing any candidate for public office.

IDAHO SECRETARY OF STATE  
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(c) Notwithstanding any other provision in these Articles of Incorporation to the contrary, the corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or by a corporation the contributions to which are deductible under Section 170(c)(2) of the Code.

## **ARTICLE 5**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of 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 purposes.

## **ARTICLE 6**

(a) Pursuant to Idaho Code Section 30-3-36, the corporation shall not have members. Unless the Board of Directors provides for another method of designation or appointment in the corporation's Bylaws, the directors, other than the initial directors, shall be elected by the Board.

(b) Nevertheless, the Board of Directors may authorize the formation of one or more groups of "Friends" or other non-voting individuals and organizations, who may provide non-binding advice on any matter, as determined by the Board of Directors.

## **ARTICLE 7**

The address of the initial registered office of the corporation is 677 Shingle Mill Loop, Bonners Ferry, ID 83805, and the registered agent at such address is Adam Higgins.

## ARTICLE 8

The affairs of the corporation shall be managed under the direction of its board of directors, the members of which shall be elected by its initial board of directors and thenceforth by any lawful method set forth in the corporation's bylaws. The number of directors constituting the initial board of directors of the corporation is three and the names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are:

1. Adam Higgins  
677 Shingle Mill Loop  
Bonners Ferry, ID 83805
2. Julio Becerra  
621 Railroad Avenue  
Dover, ID 83805
3. Tracy Hopkins  
P. O. Box 425  
Kootenai, ID 83840

## ARTICLE 9

The name and address of the incorporator is Adam Higgins, 677 Shingle Mill Loop, Bonners Ferry, ID 83805.

Dated 11/5/09, 2009.

  
Adam Higgins