

**ARTICLES OF INCORPORATION**  
**OF**  
**RESILIENCE RISING, INC.**

*For Office Use Only*

**-FILED-**

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

**ARTICLE I. NAME**

The name of the corporation is **RESILIENCE RISING, INC.** (the "Corporation").

**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 this Corporation is in the City of Eagle, County of Ada, State of Idaho. The address of the initial registered office is 119 Wildflower Lane, Eagle, Idaho 83616, and the name of the initial registered agent at this address is Jesse Avery.

**ARTICLE V. PURPOSES**

The purposes for which the Corporation is organized and will be operated are the following purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time:

A. To benefit charitable, religious, educational, literary, and amateur sports competition (but only to the extent it does not involve the provision of athletic facilities or equipment), provide first responder mental health services and outdoor activities, to promote prevention of cruelty to children or animals, and/or to support scientific endeavors by receiving contributions and either using the contributions for the corporate purposes or paying the contributions and any earnings therefrom to organizations that are described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (other than organizations organized or operated for the purpose of testing for public safety), provided such organizations are exempt from tax under section 501(a) of the

Internal Revenue Code of 1986, as amended from time to time, and are described in section 170(c)(2) of the Internal Revenue Code of 1986.

B. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other thing of value.

#### **ARTICLE VI. LIMITATIONS**

The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time. No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or agents, 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 the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time. At no time shall the Corporation be controlled directly or indirectly by one or more disqualified persons (as defined in section 4946 of the Internal Revenue Code of 1986), other than Corporation managers (as defined in section 4946(b) of the Internal Revenue Code of 1986) and other than one or more publicly supported organizations. The Corporation must act, or is prohibited from acting, as the case may be, so that the Corporation and any Corporation managers or other disqualified persons with respect thereto, shall not be liable for any of the taxes imposed by sections 4941, 4942, 4943, 4944, and 4945 of the Internal Revenue Code of 1986. The Corporation must distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under section 4942. The Corporation is prohibited from engaging in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986. The Corporation is prohibited from retaining any excess business holdings as defined in section 4943(c) of the Internal Revenue Code. The Corporation is prohibited from making any investments in such a manner as to subject the Corporation to tax under section 4944 of the Internal Revenue Code of 1986. The Corporation is prohibited from making any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986.

#### **ARTICLE VII. NO 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 Board of Directors shall consist of not less than three (3) nor more than nine (9) individuals. The actual number of Directors shall be fixed by the Bylaws of the Corporation. The initial Board of Directors is set forth below. Each Director shall serve for a term of three (3) years, except that the second listed Director on the initial Board of Directors, as set forth below, shall serve for an initial term of two (2) years, and the third listed Director on the initial Board of Directors, as set forth below, shall serve for an initial term of one (1) year. Before or after the expiration of a Director's term, or in the event of the death, incapacity, resignation, or refusal to serve of any Director, the remaining Directors shall appoint, by majority vote, a successor Director. A Director may succeed himself/herself if appointed by the remaining Directors. If there are no Directors due to the expiration of terms, death, incapacity, refusal to serve, or resignation of the Directors, or for any other reason, then any person may petition any Judge of any District Court of the State of Idaho for appointment of a Board of Directors, and the Judge so petitioned shall appoint a Board of Directors. The decision of the Judge shall be binding upon all parties and shall not be subject to review or appeal.

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

<u>NAME</u>	<u>ADDRESS</u>
Jesse Avery	119 Wildflower Lane, Eagle, Idaho 83616
Eugene Avery	10274 W. Bega Drive, Star, Idaho 83669
Abby Bell	127 Pilgrim Way, Middleton, Idaho 83644

**ARTICLE IX. DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be

distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as such court shall determine to be consistent with the purposes of the Corporation.

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

The name and street address of the incorporator is Jesse Avery, 119 Wildflower Lane, Eagle, Idaho 83616.

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

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

DATED this 15 day of December, 2021.

JESSE AVERY

A large, stylized handwritten signature in black ink is written over a horizontal line. The signature is cursive and appears to read 'Jesse Avery'.