

**FILED EFFECTIVE**

2011 JUL 18 AM 11:32

SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF  
HONDURAS IMPACT LIMITED**  
(an Idaho Nonprofit Corporation)

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act ("Act") adopts the following Articles of Incorporation ("Articles"):

**ARTICLE I  
CORPORATE NAME**

The name of the Corporation is "Honduras Impact Limited."

**ARTICLE II  
NONPROFIT STATUS**

The Corporation is an Idaho nonprofit corporation.

**ARTICLE III  
DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV  
REGISTERED AGENT/INITIAL CORPORATE OFFICE**

The name of the registered agent of the Corporation is Bret Dirks. The registered office of the Corporation, which is also the address of the registered agent, is 850 W. Ironwood Drive, Suite 300, Coeur d'Alene, Idaho, 83814. This shall also be the mailing office for the Corporation.

**ARTICLE V  
CORPORATE PURPOSE**

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

A. To engage exclusively in charitable, religious, and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of

C191752

1986, as amended from time-to-time, towards the people of Honduras.

B. To provide free medical, dental, optical, pharmaceutical care, clothing, shoes, Bibles, haircuts and hygiene training to the poorest, most distressed and most underprivileged people of Honduras.

C. To receive contributions and pay them over to organizations that are described in Section 501(c)(3) and exempt from taxation under Section 501(a).

#### **ARTICLE VI LIMITATIONS**

No part of the assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable reimbursement for actual cost for supplies referenced in Article V. Reasonable expenses for services rendered in furtherance of the purposed set forth in Article V hereof may be made to licensed professionals, who are not Board members. 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 (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Article, the Corporation shall not carry on any activities that are 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.

#### **ARTICLE VII NO MEMBERS**

The Corporation shall not have any members.

#### **ARTICLE VIII BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of no less than three (3) Directors. The number of Directors serving on the Board of Directors may be expanded by resolution by the Directors. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, 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 street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Bret Dirks	850 W. Ironwood Dr., Suite 300 Coeur d'Alene, Idaho 83814
Michele Dirks	850 W. Ironwood Dr., Suite 300 Coeur d'Alene, Idaho 83814
Mic Armon	2735 Packsaddle Dr. Coeur d'Alene, Idaho 83815
Suzanne Metzger	842 W. Kathleen Ave. Coeur d'Alene, Idaho 83815
Robert Fasnacht	850 W. Ironwood Dr., Suite 300 Coeur d'Alene, Idaho 83814

#### **ARTICLE IX DISTRIBUTION OF DISSOLUTION**

In the event of dissolution, liquidation, or winding up of the Corporation, none of the assets nor any proceeds of the Corporation or inure to the benefit of any individual. After all liabilities and obligations of the Corporation have been paid and discharged, all remaining property and assets of the Corporation shall be distributed to one or more organizations designated as follows:

1. pursuant to the plan of distribution adopted as provided for under the Idaho Non-profit Corporation Act as it now exists or is amended in the future; or

2. if there is no appropriate plan of distribution, as a court of competent jurisdiction may direct;

provided however, that such property shall be distributed only to organizations which shall comply with all of the following conditions:

(a) each organization shall be organized under written articles of organization which comply with the requirements of the Internal Revenue Code necessary to qualify the organization as an exempt organization;

(b) each organization shall be qualified and a bona fide corporation under

Section 501(c)(3), and exempt from taxation under Section 501(a), or other applicable sections of the Internal Revenue code as it now exists or is amended in the future.

(c) contributions to each such organization shall be deductible by reason of Section 170 of the Internal Revenue Code as it now exists or is amended in the future.

(d) each organization shall be operated exclusively for a recognized and qualifying purpose under Section 501(c)(3).

#### **ARTICLE XI INCORPORATOR**

The name and street address of the incorporator is Michele Dirks: 850 W. Ironwood Dr., Suite 300, Coeur d'Alene, Idaho 83814

#### **ARTICLE XII BYLAWS**

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

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 15 day of July, 2011.

  
MICHELE DIRKS