

**ARTICLES OF INCORPORATION
OF
IDAHO PRESERVATION SOCIETY INC.**

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Corporation ("Corporation")
Chapter 30, Title 30, Idaho

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

**ARTICLE 1
NAME**

The name of the Corporation is Idaho Preservation Society Inc.

**ARTICLE 2
STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE 3
DURATION**

The Corporation's duration is perpetual.

**ARTICLE 4
REGISTERED OFFICE AND AGENT**

The location of the Corporation is in the City of Garden City County of Ada, and in the State of Idaho. The address of the initial registered office is 395 E. Water Pocket Ln, Garden City, Idaho 83714, and the name of the initial registered agent at this address is Nathon Fox.

**ARTICLE 5
PURPOSES**

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

- A. To build an aligned community by preserving and promoting the unique culture of Idaho.
- B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time ("Code"), 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 amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE 6 LIMITATIONS

No part of the net earnings or the assets of the Corporation will inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, but the Corporation is 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 5. No substantial part of the Corporation's activities shall include carrying on 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 (or in opposition to) 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 by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

ARTICLE 7 NO MEMBERS

The corporation will not have any members.

ARTICLE 8 BOARD OF DIRECTORS

The Corporation's affairs will be managed by its Board of Directors ("Board"). The number of directors serving on the Board will be fixed in accordance with the Bylaws, which number must not be less than three. Other than the directors constituting the initial Board, who are designated in these Articles, the directors will be elected by the existing directors in the manner and for the term provided in the Bylaws.

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

<u>NAME</u>	<u>ADDRESS</u>
Nathen Fox	395 East Water Pocket Lane Garden City, ID 83714
Cameron Eisenman	395 East Water Pocket Lane Garden City, ID 83714
Natalie Shores	395 East Water Pocket Lane Garden City, ID 83714

ARTICLE 9 DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all the Corporation's liabilities, distribute all the Corporation's consistent with the Corporation's purposes to such organization or organizations that at that time qualify as exempt organizations under Section 501(c)(3) of the Code, and otherwise in such manner as the Board determines appropriate. Any such assets not so distributed must be distributed by the district court of the county in which the Corporation's principal office is then located, exclusively for the

purposes or to such organizations, as such court determines to be consistent with the Corporation's purposes.

ARTICLE 10 INCORPORATOR

The name and street address of the incorporator is Nathon Fox, 395 East Water Pocket Lane, Garden City, ID 83714.

ARTICLE 11 BYLAWS

Provisions for the regulation of the Corporation's internal affairs will be set forth in the Corporation's bylaws ("Bylaws"). The Board is authorized to amend the Bylaws at a properly noticed special or regular Board meeting.

ARTICLE 12 LIMITATION OF LIABILITY AND INDEMNIFICATION

The Corporation shall indemnify, hold harmless, and defend present and former directors, officers, employees, and agents of the Corporation to the fullest extent permitted by, and in accordance with, the Act as now existing or as later amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide before such amendment). Expenses, including attorney fees, incurred by present and former directors, officers, employees and agents of the Corporation in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding in accordance with the Act.

DATED December 26, 2023



Nathon Fox, Incorporator