

**ARTICLES OF INCORPORATION**  
(NONPROFIT)  
**OF**  
**INNOCENCE RESCUE MISSION INC.**

For Office Use Only
<b>-FILED-</b>
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The undersigned, acting as the incorporator under the Idaho Nonprofit Corporation Act (Idaho Code, Title 3, Chapter 30) hereby adopts and executes the following Articles of Incorporation:

**ARTICLE I.**  
**Name and Address**

The name of this corporation is **INNOCENCE RESCUE MISSION INC.** The mailing address for this corporation is 601 W. Riverside Ave., Spokane, Washington 99201.

**ARTICLE II.**  
**Duration**

The period of duration of this corporation shall be perpetual.

**ARTICLE III.**  
**Purposes**

The purposes for which this corporation, a nonprofit charitable organization, is formed are as follows:

1. To protect and preserve the innocence of children from child sex trafficking, exploitation and sexual assault inside the United States by serving local law enforcement.
2. To receive, administer and distribute funds for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; and
3. To engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Directors; provided, however, that the purposes for which the corporation is formed shall at all times be consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as hereafter amended (the "Code").

**ARTICLE IV.**  
**Powers**

This corporation shall have the power to do all lawful acts or things necessary, appropriate, or desirable to carry out and in furtherance of its purposes described in Article III

which are consistent with the Idaho Nonprofit Corporation Act (the "Act") and Section 501(c)(3) of the Code.

**ARTICLE V.**  
**Influence Legislation**

No substantial part of the activities of this corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements with respect to) any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE VI.**  
**Registered Office and Agent**

The address of the initial registered office of this corporation is 866 W. Hayden Ave., Suite A, Hayden, ID 83835 and the name of its initial registered agent at such address is Nathon Lewis.

**ARTICLE VII.**  
**Board of Directors**

The management of this corporation shall be vested in the Board of Directors. The number of Directors, and the method of selecting directors, shall be fixed from time to time by the Bylaws of this corporation; provided however, that the maximum number of directors shall not exceed seven (7) and the initial directors shall be three (3) in number. Their names and addresses are:

<i>Name</i>	<i>Address</i>
Nathon Lewis	601 W. Riverside Ave., Ste. 1500 Spokane WA 99201
Joseph Elias	601 W. Riverside Ave., Ste. 1500 Spokane WA 99201
Nigel Hunter	601 W. Riverside Ave., Ste. 1500 Spokane WA 99201

The initial directors shall serve until the first organizational meeting of the Board of Directors and until their successors are appointed and qualified.

**ARTICLE VIII.****Bylaws**

The Board of Directors are authorized to make, alter, amend, or repeal the Bylaws of this corporation.

**ARTICLE IX.****Limitations**

This corporation shall not have any capital stock and no part of the net earnings of this corporation shall inure in whole or in part to the benefit of, or be distributable to, any officer, director, or other individual having a personal or private interest in the activities of the corporation, or to any person or organization other than an organization which is exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Code, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article III. This corporation shall not have any members.

**ARTICLE X.****Members**

This corporation shall not have any members.

**ARTICLE XI.****Transactions Involving Directors**

1. No contracts or other transactions between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any director of this corporation is pecuniarily or otherwise interested in, or is a trustee, director, or officer of, such other corporation.

2. Any director, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the corporation; provided, that the fact that such director or such firm is so interested shall be disclosed to or shall have been known by the Board of Directors or a majority thereof.

**ARTICLE XII.****Liability of Directors**

Except as provided in these Articles of Incorporation, no director shall be personally liable to the corporation for monetary damages for conduct as a director, provided, that the personal liability of the director shall not be limited for acts or omissions that involve intentional misconduct, a knowing violation of law, or any transaction from which the director will

personally receive a benefit in money, property or services to which the director is not legally entitled.

#### **ARTICLE XIII.**

##### **Indemnification of Directors and Officers**

The private property of the officers and directors of this corporation, together with that of their employers, shall not be subject to the payment of corporate debts to any extent whatsoever, nor shall the officers and directors pay any dues or assessments. This corporation shall indemnify any and all persons who may serve or who have served at any time as directors, officers or employees of the corporation, their respective heirs, administrators, successors and assigns to the full extent permitted by the Act, against any and all expenses and liabilities, including counsel fees reasonably incurred or imposed by him or her, in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved by reason of his or her being or having been a director, officer or employee of this corporation or any settlement thereof, whether or not he or she is a director, officer or employee at the time such expenses are incurred, except in such cases where the director, officer or employee is judged guilty of willful misfeasance or malfeasance resulting from acts or omissions that involve intentional misconduct, a knowing violation of law, or any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which said director, officer or employee may be entitled.

#### **ARTICLE XIV.**

##### **Distributions upon Dissolution**

Upon any dissolution of this corporation under provisions of the laws of the State of Idaho for nonprofit corporations, all of its assets remaining after payment of creditors shall be distributed to one or more organizations selected by the Board of Directors which are qualified as exempt from taxation under the provisions of Section 501(a) and 501(c)(3) of the Code, or any successor statutes, and which further the purposes set forth in Article III.

#### **ARTICLE XV.**

##### **Private Foundation**

If this corporation becomes a private foundation within the meaning of Section 509 of the Code, as long as its private foundation status continues, the following provisions shall apply in the management of its affairs:

1. Each year the corporation shall distribute the income of the corporation, for the purposes specified in Article III, at such time and in amounts at least sufficient to avoid liability for the tax imposed by Section 4942 of the Code;
2. The corporation shall not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Code) which would give rise to any liability for the tax imposed by Section 4941(a) of the Code;

3. The corporation shall not sell, exchange, distribute, or otherwise dispose of any "excess business holdings" (as defined in Section 4943(c) of the Code) which would give rise to any liability for the tax imposed by Section 4943(a) of the Code;

4. The corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes (within the meaning of Section 4945(d), of the Code) and which would, therefore, give rise to any liability for the tax imposed by Section 4945(a) of the Code.

#### ARTICLE XVI.

##### Amendments

This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation by the affirmative vote of two-thirds (2/3) of all of the directors at a meeting of the Board of Directors.

#### ARTICLE XVII.

##### Incorporator

The name and address of the incorporator is:

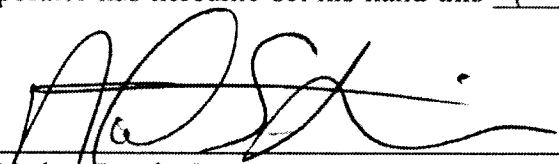
*Name*

*Address*

Nathon Lewis

601 W. Riverside Ave., Suite 1500  
Spokane, WA 99201

IN WITNESS WHEREOF, the incorporator has hereunto set his hand this 17<sup>th</sup> day of November, 2023.

  
Nathon Lewis, Incorporator

CONSENT TO APPOINTMENT OF REGISTERED AGENT

I, Nathon Lewis, hereby consent to serve as registered agent, in the State of Idaho, for the INNOCENCE RESCUE MISSION INC. I understand that as agent for the corporation, it will be my responsibility to accept service of process in the name of the corporation; to forward all mail and license renewals to the appropriate officer of the corporation; and to immediately notify the Office of the Secretary of State of its resignation or of any changes in the address of the registered office of the corporation for which I am an agent.

DATED: 11/17/23

  
Nathon Lewis, Registered Agent

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