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SECRETARY OF STATE  
STATE OF IDAHO

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Attorney for Corporation

Articles of Incorporation  
Of  
Happy Hollow Ranch, Inc.

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, being of legal age and citizens of the United States, for the purpose of forming a body corporate in accordance with the provisions of the Idaho Non-Profit Corporation Act, §§30-3-1, et seq., of the Revised Statutes of the State of Idaho, do hereby make, execute, and acknowledge these Articles of Incorporation, in writing as follows:

ARTICLE I

The corporate name of this association shall be Happy Hollow Ranch, Inc.

ARTICLE II

This association shall be a non-profit corporation. This organization is not organized for profit, and no part of the net earnings shall inure to the benefit of any private shareholder.

ARTICLE III

The period of duration of this association shall be perpetual.

ARTICLE IV

The purposes for which said association is formed are:

(a) The following list of purposes shall be the sole and only purposes for which said association is formed, and these Articles and the following list of purposes shall comprise the limits on the activities of the association, which said association shall not have the power, authority, or ability to operate outside said purposes. Notwithstanding any other provisions of these Articles, the association shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under §501(c)(3) et seq. of the Internal Revenue Code of 1986, as amended, and in particular the individual code sections hereinafter referenced, if any.

(b) The association is constituted so as to attract substantial support from a representative number of persons and entities in the State and community in which it operates. No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Articles of Incorporation, Happy Hollow Ranch, Inc.

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1 (c) The purposes for which the association is to be formed are for purposes within the meaning  
2 of §501(c)(3) et seq. of the Internal Revenue Code. To said ends, the association may cooperate  
3 with other associations not created for propaganda purposes to advance such purposes as are  
4 within the foregoing Code sections, to the extent not in conflict with said Internal Revenue Code  
5 sections and attendant law or regulations, including carrying on of nonpartisan legislative activities  
6 to further the above goals. The association may do everything necessary, suitable, or proper for  
7 the accomplishment, attainment, or furtherance of, or do every other act or thing incidental,  
8 appurtenant, growing out of, or connected with, the purposes, objects, or powers set forth in these  
9 Articles, whether alone, or in association with others, and shall possess all the rights, powers, and  
10 privileges now or hereafter conferred by the laws of Idaho. PROVIDED, HOWEVER, that nothing  
11 herein shall be construed as authorizing the association to possess any purpose, object, or power,  
12 or to do any act or things:

13 1. forbidden by law to a not-for-profit corporation organized under the laws of the State of  
14 Idaho; or,

15 2. which, either expressly or by interpretation or by operation of law, would prevent it from  
16 qualifying and continuing to qualify as a Corporation described in §§501(c)(3) et seq. of the  
17 Internal Revenue Code of 1986, as amended, nor to engage directly or indirectly in any  
18 activity which would cause the loss of such qualification.

19 d. The incorporator of the association, together with such other persons as said incorporator may  
20 elect, shall comprise the initial Board of Trustees, which said board, by majority vote, shall  
21 administer the above purposes.

22 e. The association may do any and all things necessary and incidental in carrying out the aforesaid  
23 objects, or any of them, and exercise the usual powers of corporate bodies.

24 f. The association may sue and be sued, complain and defend in any law or equity.

25 g. The association may have and use a corporate seal, which may be altered at pleasure.

26 h. The association may elect such officers and appoint such agents as the business of the  
27 association shall require and allow them suitable compensation.

28 i. The association may make by-laws not inconsistent with the Constitution or laws of the United  
29 States and/or of this State, for the management of its property and the regulation and government  
30 of its affairs.

31 j. The association may wind up and dissolve itself, or be wound up and dissolved in the manner  
32 provided by the statutes of this State. Upon the winding-up and dissolution of this association, after  
33 paying or adequately providing for the debts and obligations of the association, the remaining  
34 assets shall be distributed to a non-profit fund, foundation or association which has established its  
35 tax exempt status under §501(c)(3) et. seq. of the Internal Revenue Code.

36 k. This association is organized exclusively for purposes within the meaning of §501(c) et. seq. of  
37 the Internal Revenue Code. Notwithstanding any other provision of these Articles, the association  
38 shall not carry on any other activities not permitted to be carried on by an organization exempt from  
39 Federal income tax under said section of the Internal Revenue Code.

1 l. The association may accept donations from other persons and/or entities in support of the above  
2 purposes.

3 m. The primary purpose of the corporation shall be to provide a Christian retreat and ranch for  
4 youth and adults.

#### 5 ARTICLE V

6 At the time of formation, the affairs of the association shall be under the control of Trustees; and  
7 those who shall, as Trustees, manage the affairs of the association for the first year, and until their  
8 successors are duly elected and qualified, are:

9 Douglas J. Fitzgerald  
10 Post Office Box 421  
11 Council, ID 83612

12 Gerry Sweet  
13 2567 NW 12<sup>th</sup>  
14 Meridian, ID 83642

15 Albino J. Mattucci  
16 15691 Lake Shore Dr.  
17 Caldwell, ID 83607

18 At the first annual meeting following the expiration of the one year period for which the Trustees  
19 herein designated will serve, and at each annual meeting thereafter, a new Board of Trustees will  
20 be elected in accordance with the provisions of the by-laws of the association and the laws of the  
21 State of Idaho. The number of Trustees may be modified by amendment of the by-laws of this  
22 association.

#### 23 ARTICLE VI

24 This association shall have no capital stock. Membership in the association shall be evidenced by  
25 certificates, as further provided in the by-laws of the association.

#### 26 ARTICLE VII

27 Membership in this association shall not be transferable except upon the approval of the Board of  
28 Trustees. The above provision shall be recited in all certificates of membership issued.

#### 29 ARTICLE VIII

30 These Articles may be amended as provided for by the Idaho Non-Profit Corporation Act, Idaho  
31 Code §§30-3-1, et seq.

1 ARTICLE IX

2 The by-laws of the association for the management of its affairs shall be adopted by the Trustees  
3 of said association, and said Trustees will be empowered to amend or repeal said by-laws in  
4 accordance with the provisions thereof.

5 ARTICLE X

6 Voting shall be allowed on the basis of one vote per member, with cumulative voting allowed.

7 ARTICLE XI

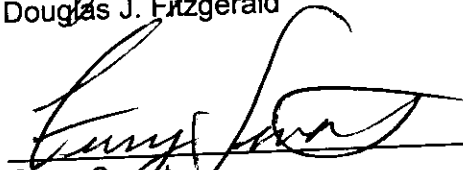
8 In the event of the liquidation or dissolution of the association, the assets of the association, after  
9 the payment of all debts and obligations shall be donated to another non-profit organization with  
10 similar objectives, operating in Idaho, or if none, operating in as close a proximity to Idaho as  
11 possible, as more particularly described and limited in Article IV(j) hereof.


12 ARTICLE XII

13 The initial registered agent for this corporation is Douglas J. Fitzgerald, 3445 Ditch Creek Road,  
14 Council, Idaho 83612.

15 IN WITNESS WHEREOF, the incorporators do hereby make, sign, and acknowledge these Articles  
16 of Incorporation this July 15, 2002.

17   
18 Douglas J. Fitzgerald

19   
20 Gerry Sweet

21   
22 Albino J. Mattucci

23 THE UNDERSIGNED hereby certifies that the undersigned is an officer and director of Happy  
24 Hollow Ranch, Inc., and that the above Articles of Incorporation were duly adopted by the  
25 Corporation and the Board of Trustees at a meeting thereof, by unanimous consent, on July 15,  
26 2002.

27   
28 Douglas J. Fitzgerald