

FILED EFFECTIVE

**ARTICLES OF INCORPORATION OF  
THE SATZ-ASBURY FAMILY FOUNDATION, INC. STATE OF IDAHO**

2006 DEC 20 AM 10: 35

SECRETARY OF STATE  
STATE OF IDAHO

In compliance with the requirements of the "Idaho Nonprofit Corporation Act," Idaho Code §§ 30-3-1, et seq., the undersigned, all of whom are of lawful age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit, and do hereby certify as follows:

**ARTICLE I - NAME**

The name of the corporation is The Satz-Asbury Family Foundation, Inc.

**ARTICLE II - DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE III - PURPOSES**

This corporation is organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code.

**ARTICLE IV - MEMBERS**

The corporation shall not have members admitted in accordance with the Bylaws.

**ARTICLE V - REGISTERED OFFICE**

The registered office of the corporation is located at 2420 Warm Springs Avenue, Boise, Idaho 83712.

**ARTICLE VI - REGISTERED AGENT**

The registered agent of the corporation, whose address is the same as that of the registered office of the corporation is Greg L. Satz.

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## **ARTICLE VII - BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by a board of directors. The number of members of such board of directors shall be fixed from time to time by the Bylaws, but at no time shall the board be less than three (3) members nor more than nine (9) members. The names and addresses of the persons who are to act as the initial board of directors of the corporation, to serve until their successors have been selected, are:

Greg L. Satz  
2420 Warm Springs Avenue  
Boise, Idaho 83712

Shannon Asbury Satz  
2420 Warm Springs Avenue  
Boise, Idaho 83712

Lisa Derig  
6900 McMullan  
Boise, Idaho 83709

The selection process for board members, as well as their terms, removal and duties, shall be provided for in the Bylaws of the corporation.

## **ARTICLE VIII - INCORPORATORS**

The name and address of the incorporator of the corporation are as follows:

Greg L. Satz  
2420 Warm Springs Avenue  
Boise, Idaho 83712

## **ARTICLE IX - DISSOLUTION**

The corporation may be dissolved upon the affirmative vote of two-thirds (2/3) of the Board of Directors of the corporation pursuant to the Bylaws, entitled to vote such vote being taken at a meeting of the Board of Directors called for that purpose, or upon the written consent

of all members of the Board of Directors of the corporation. Upon the dissolution or other termination of the corporation, no part of the property of the corporation, nor any of the proceeds thereof, shall be distributed to, or inure to the benefit of, any of the directors of the corporation, but all such property and proceeds shall, subject to the discharge of valid obligations of the corporation and to applicable provisions of law, be distributed, as directed by the board of directors of the corporation to or among any one or more corporations, trusts, community chests, funds or foundations described in § 501(c)(3) of the Internal Revenue Code or any successor provisions.

#### **ARTICLE X - AMENDMENTS**

Amendments to these Articles shall require the affirmative vote of majority of the members of the board of directors of the corporation then in office voting at a special meeting of the board of directors called for that purpose in accordance with Idaho Code § 30-3-90.

#### **ARTICLE XI - ORGANIZATION**

The affairs of the corporation shall be managed by its board of directors, and a majority of the number of directors then fixed by the Bylaws, excluding vacancies, shall constitute a quorum; provided, however a quorum shall not be less than one third (1/3) of the number of directors then fixed by the Bylaws. The officers of the corporation shall be a President, Vice-President, a Secretary and a Treasurer, and such other officers as may be provided for in the Bylaws.

#### **ARTICLE XII - RESTRICTIONS**

Pecuniary profit is not the object or purpose of this corporation. The corporation is organized and shall be operated exclusively for charitable purposes within the meaning of § 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of this corporation

shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

The property of this organization is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code. 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, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The income of the corporation for each taxable year shall be distributed at such time and in such manner as not to be subject to tax under § 4942 of the Internal Revenue Code of 1954 and the corporation shall not engage in any act of self-dealing (as defined in § 4941(d) of such Code), retain any excess business holdings (as defined in § 4943(c) of such Code), make any investments referred to in § 4944 of such Code, or make any taxable expenditures (as defined in § 4945(d) of such Code) in such manner as to subject the corporation to tax pursuant to § 4945.

IN WITNESS WHEREOF, the undersigned incorporator of said Corporation has executed these Articles of Incorporation this 18 day of December, 2006.

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Greg L. Satz