

FILED EFFECTIVE

**SUN VALLEY INSTITUTE FOR RESILIENCE, INC.
ARTICLES OF AMENDMENT & RESTATEMENT**

2015 APR -9 PM 2: 55

**SECRETARY OF STATE
STATE OF IDAHO**

WHEREAS, the initial directors of the Sun Valley Institute for Resilience, Inc. desire to amend the Articles of Incorporation filed on February 12, 2015 with the Idaho Secretary of State; and

WHEREAS, notice was given to the initial directors pursuant to Idaho Code §§ 30-3-76 and 30-3-90; and

WHEREAS, by unanimous vote of the initial directors, the text of the amendments set forth below was adopted on March 20, 2015; and

WHEREAS, the Sun Valley Institute for Resilience, Inc. has no members and therefore approval of Articles of Amendment by members is not required; therefore

RESOLVED, that the initial directors of the Sun Valley Institute for Resilience, Inc. deliver these Articles of Amendment to the Idaho Secretary of State pursuant to Idaho Code §30-3-93.

**ARTICLE I
NAME**

The name of the corporation is the Sun Valley Institute for Resilience, Inc. (the "Corporation"), an Idaho nonstock corporation.

**ARTICLE II
PURPOSE**

The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including the purpose of making distributions to organizations described in section 501(c)(3) of the Internal Revenue Code. Without limiting or expanding the foregoing, the purpose of the Corporation is to support public education on environmental resilience, economic prosperity, and human well-being in Idaho's Wood River Valley region; provided, however, that such purposes shall not limit

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the ability of the Corporation to carry out any other religious, charitable, scientific, literary, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

ARTICLE III REGISTERED OFFICE AND AGENT

The registered agent and street address of the registered office shall be Aimée Christensen, Suite 201-204, Building B, 631 2nd Street, Ketchum, ID 83340.

ARTICLE IV DIRECTORS

Pursuant to Idaho Code §30-3-90((1)(b), the names and addresses of the initial directors are hereby removed.

ARTICLE V INCORPORATOR

The sole incorporator is Aimée Christensen, an Idaho citizen with street address of 212 Bitterroot Road # 3, Sun Valley, Idaho, 83353.

ARTICLE VI MAILING ADDRESS

The mailing address of the Corporation shall be PO Box 4089 Ketchum, Idaho 83340.

ARTICLE VII MEMBERS

Subject to affirmative vote by the Board of Directors, the Corporation may have non-voting members. The class or classes of members, and qualifications and rights of the members of each class shall be fixed in the Bylaws.

ARTICLE VIII DISSOLUTION

Upon the dissolution of the Corporation, and after all of its liabilities and obligations have been paid, satisfied, and discharged, or adequate provisions made therefor, all of the Corporation's remaining assets shall be distributed to one or more organizations, selected by the Board of Directors of the Corporation in its sole discretion, that are organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code.

ARTICLE IX LIMIT ON LIABILITY AND INDEMNIFICATION

9.1 **Definitions.** For this Article the following definitions shall apply:

- a. "Corporation" means this Corporation only and no predecessor entity or other legal entity;
- b. "expenses" include counsel fees, expert witness fees, and costs of investigation, litigation, and appeal, as well as any amounts expended in asserting a claim for indemnification;
- c. "liability" means the obligation to pay a judgment, settlement, penalty, fine, or other such obligation, including, without limitation, any excise tax assessed with respect to an employee benefit plan;
- d. "legal entity" means a corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise;
- e. "predecessor entity" means a legal entity the existence of which ceased upon its acquisition by the Corporation in a merger or otherwise; and

- f. "proceeding" means any threatened, pending, or completed action, suit, proceeding, or appeal whether civil, criminal, administrative, or investigative and whether formal or informal.

9.2 Limit on Liability. To the fullest extent permitted by the Idaho Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, the directors and officers of the Corporation shall not be liable to the Corporation.

9.3 Indemnification of Directors and Officers. The Corporation shall indemnify any individual who is, was, or is threatened to be made a party to a civil, criminal, administrative, investigative, or other proceeding (including a proceeding by or in the right of the Corporation) because such individual is or was a director or officer of the Corporation, or because such individual is or was serving the Corporation or any other legal entity in any capacity at the request of the Corporation while a director or officer of the Corporation, against all liabilities and reasonable expenses incurred in the proceeding, except such liabilities and expenses as are incurred because of such individual's willful misconduct or knowing violation of the criminal law. Service as a director or officer of a legal entity controlled by the Corporation shall be deemed service at the request of the Corporation. The determination that indemnification under this section is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made, in the case of directors and officers of the Corporation, as provided by law, and in the case of persons other than directors and officers of the Corporation, as provided in Section 9.4 of this Article; provided, however, that if a majority of the directors of the Corporation has changed after the date of the alleged conduct giving rise to a claim for indemnification, such determination and evaluation

shall, at the option of the person claiming indemnification, be made by special legal counsel selected by agreement of such person and the Board of Directors. Unless a determination has been made that indemnification is not permissible, the Corporation shall make advances and reimbursements for expenses incurred by a director or officer in a proceeding upon receipt of an undertaking from such director or officer to repay the same if it is ultimately determined that such director or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to such director's or officer's ability to make repayment. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that a director or officer acted in such a manner as to make such director or officer ineligible for indemnification. The Corporation is authorized to contract in advance to indemnify and make advances and reimbursements for expenses to any of its directors or officers to the same extent provided in this section.

9.4 Indemnification of Others. The Corporation may, to a lesser extent or to the same extent that it is required to provide indemnification and make advances and reimbursements for expenses to its directors and officers pursuant to Section 9.3, provide indemnification and make advances and reimbursements for expenses to its employees and agents, the directors, officers, employees, and agents of its subsidiaries and predecessor entities, and any person serving any other legal entity in any capacity at the request of the Corporation, and may contract in advance to do so. The determination that indemnification under this section is permissible, the authorization of such indemnification, and the evaluation as to the reasonableness of expenses in a

specific case shall be made as authorized from time to time by general or specific action of the Board of Directors, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law. No person's rights under Section 9.3 of this Article shall be limited by the provisions of this Section 9.4.

9.5 Miscellaneous. The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors, and administrators. Special legal counsel selected to make determinations under this Article may be counsel for the Corporation. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Corporation, and indemnification under policies of insurance purchased and maintained by the Corporation or others. However, no person shall be entitled to indemnification by the Corporation to the extent he or she is indemnified by another, including an insurer. The Corporation is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to the Corporation or any other legal entity at the request of the Corporation regardless of the Corporation's power to indemnify against such liability. The provisions of this Article shall not be deemed to preclude the Corporation from entering into contracts otherwise permitted by law with any individuals or legal entities, including those named above. If any provision of this Article or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article, and to this end the provisions of this Article are severable.

9.6 Amendments. The rights to indemnification and the advancement and reimbursement of expenses conferred in this Article shall be deemed contract rights between the Corporation and each individual entitled to such rights and shall vest at such time as the act or omission giving rise to the rights under this Article occurs. Once vested, an individual's rights under this Article with respect to such act or omission shall not be reduced or eliminated by any subsequent repeal, modification, or amendment of these Articles of Incorporation or of the Corporation's Bylaws.

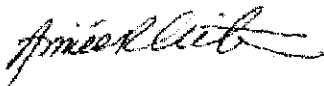
ARTICLE X INTERNAL REVENUE CODE

Each reference in these Articles of Incorporation to a section of the Internal Revenue Code means such section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

ARTICLE XI RIGHTS AND RESTRICTIONS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporator, directors, officers, or other private persons except that the Corporation shall be 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 II. 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 or in opposition to any candidate for public office.

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AIMEE CHRISTENSEN, INCORPORATOR & BOARD CHAIR, REGISTERED AGENT

IDAHO SECRETARY OF STATE

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