

ARTICLES OF INCORPORATION
LIFE, A CENTER FOR INDEPENDENT LIVING INC.
A NON-PROFIT CORPORATION
AMENDED

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-FILED-

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The Board of Directors (the "Board") for Life, A Center for Independent Living Inc. ("Life Inc.") hereby amend its Articles of Incorporation (the "Articles") as set forth in this document. The Board approved this amendment by unanimous consent at a meeting of the Board on 17 November 2022 where all the members of the Board were present and each affirmed, they had received proper notice as to the proposed amendments and the time, date, location, and purpose of the meeting.

**ARTICLE 1
FORMATION**

Name

- 1.1 The name of the company remains Life, A Center for Independent Living Inc as established by the Articles of Amendment filed with the Idaho Secretary of State on 5 February 2020.

Principal Office

- 1.2 The principal office of the company is located at 640 Pershing Ave Pocatello, ID 83201. The Board may change the principal office and establish additional places of business, as the Board may determine necessary.

Purpose

- 1.3 Life Inc. is organized and shall be operated as a nonprofit corporation solely and exclusively for charitable, educational, and scientific purposes, and specifically to function as a Center for Independent Living in cooperation with the Idaho State Independent Living Counsel and in compliance with Title VII, Section 705 of the Rehabilitation Act of 1973 as amended, with the following purposes:
 - (a) Develop and expand independent living programs and resources throughout Idaho that contribute towards a vision of Idahoans, regardless of disabilities and life span, living in their community of choice with the rights, access, support, and independence they need to live to their full potential.
 - (b) Enable people with disabilities to manage their own lives, make their own choices, and give them information and knowledge to support them in living in a community of their choosing with dignity and bravado.
 - (c) Encourage the realization and appreciation of the dignity and worth of each person by working with individuals, communities, entities, and society to develop the characteristics of sensitivity, initiative, self-reliance, positivity, responsibility, and

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independence and eliminate the characteristics of assumptive barriers, pride, and prejudice.

- (d) Make the public aware of the needs of those living with disabilities and create a network of assistance, expertise, equipment, funding, programing, activities, and resources for those with disabilities.

Powers

- 1.4 Life Inc shall have all the powers afforded to it by the Idaho Nonprofit Corporation Act, the Idaho State Independent Living Council, and Title VII, Section 705 of the Rehabilitation Act of 1973, to do all things necessary, suitable and proper for the accomplishment of its purposes or attainment of its objects either alone or in association with individuals, corporations, or partnerships, including federal, state, county, and municipal bodies and authorities; and to perform acts and transact business in a manner not inconsistent with law; provided Life Inc. shall not perform any act or transact any business that will jeopardize the tax exempt status of Life Inc. under Section 501(c)(3) of the Internal Revenue Code or under corresponding laws and regulations as now existing or may be amended or adopted.

Prohibition of Political Activities

- 1.5 No substantial part of the activities of Life Inc. shall be carrying on propaganda or otherwise attempting to influence legislation; nor shall Life Inc. participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Public Status

- 1.6 Life Inc. shall be operated in a manner that prevents it from being a private foundation within the meaning of Section 509 of the Internal Revenue Code and its regulations as now existing, as amended, or under corresponding laws and regulations; it shall not be operated in violation of the following limitations, restrictions, and prohibitions:
 - (a) Life Inc. shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 and its regulations as now existing, as amended, or under corresponding laws and regulations;
 - (b) The Board shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 and its regulations as now existing, as amended, or under corresponding laws and regulations;
 - (c) Life Inc. shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 and its regulations as now existing, as amended, or under corresponding laws and regulations;
 - (d) Life Inc. shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 and its regulations as now existing, as amended, or under corresponding laws and regulations;

- (e) Life Inc. shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 and its regulations as now existing, as amended, or under corresponding laws and regulations.

Term

- 1.7 The time for the commencement of Life Inc. shall be the date of the filing of the original Articles of Incorporation as required by law, and the term of its corporate existence shall be perpetual.

Capital

- 1.8 Life Inc. shall be a nonprofit corporation and shall have no stock, and no dividends or pecuniary profits shall be declared or paid to the Board or to any other private individual. All the earnings and property of Life Inc. shall be used to further the purposes and objects of Life Inc. as described in the Articles. Nothing contained herein shall prohibit payments by Life Inc. to directors as reasonable compensation for services rendered to Life Inc.

Registered Agent

- 1.9 The registered agent for Life Inc. shall be that person who is designated with the Secretary of State for the state of Idaho. The Board may change the registered agent by Board resolution and by complying with the applicable Idaho code.

ARTICLE 2 MANAGEMENT

Board of Directors

- 2.1 The control and management of the affairs of Life Inc. shall be vested in a Board of Directors of not less than three (3) persons. The Board shall be comprised of a majority (at least 51%) of persons with disabilities as defined by federal and state laws. The manner of election, term of office, removal procedure, management responsibility, officer appointment, and other pertinent matters not contained in these Articles shall be specified in the Bylaws of Life Inc. The Board shall appoint a person to keep record of the names and addresses of those people actively serving as directors.

Board Resolutions

- 2.2 An act of the Board shall be known as a resolution of the Board and shall be effective if a majority of the directors' votes adopt the act at a meeting at which a quorum of directors is present, in accordance with the following voting regulations:
- (a) **Quorum.** A quorum of directors shall be deemed convened where there is
- (i) a majority of the directors present during such time that the company has four (4) or more directors of record; or

- (ii) all the directors are present during such time that the company has three (3) or less directors of record.
 - (iii) A director is considered present both by physical or virtual presence.
- (b) **Number of Votes.** Each director is entitled to one vote.
- (c) **Notice of Meetings.** For any meeting at which a matter is to be voted on by the directors, the company must give to each director notice of the time, place, and purpose of a meeting.
 - (i) Written notice of the time and place of meetings shall be delivered personally to the directors; or
 - (ii) sent to each director by U.S. mail or facsimile machine at the director's address as shown on the records of the company.
 - (A) For mailed notice, the notice must be deposited in the U.S. mail at least seven days prior to the time the meeting is scheduled to be held.
 - (iii) Other types of notice must be sent or delivered at least five days prior to the time the meeting is scheduled to be held.
 - (iv) Notice via email shall be considered the same as personal delivery and must be sent at least 48 hours prior to the meeting.
- (d) **Waiver of Notice.** Action taken at any meeting of the directors without the required notice shall be as valid as though made at a meeting after notice if
 - (i) a quorum is present and each of the directors not present signs a written waiver of notice or
 - (ii) all directors sign a written consent to the holding of that meeting without notice.
 - (iii) Attendance of a director at a meeting constitutes waiver of notice of the meeting unless the director attends the meeting for the express purpose of objecting to the transaction of business on the grounds that the meeting is not lawfully convened.
- (e) **Action by Consent Without Meeting.** Any action permitted to be taken by the directors may be taken without a meeting if all directors individually or collectively consent by signing a writing approving of the action. Any action by written consent shall have the same force and effect as a unanimous vote of the directors.

Membership

- 2.3 The Board of Directors shall have the power to provide in the Bylaws of Life Inc. that Life Inc. shall or shall not have a membership. If a membership is so provided for, the qualifications of the members, their manner of selection, any classes of membership, and the rights, duties and voting privileges of members shall be established in the Bylaws of Life Inc.

Limited Liability of Directors

- 2.4 The directors, officers, and members of Life Inc. shall not be individually liable for Life Inc.'s debts or other liabilities. The private property of such individuals shall be exempt from any corporate debts or liabilities. To the fullest extent permitted by Idaho law and in accordance with and within the limits of the Idaho Nonprofit Corporations Act, no director or person who serves on a board or council of Life Inc in a voluntary capacity shall be liable to Life Inc. or its members for monetary damages for breach of fiduciary duty as a director or as a member of a board or council in an advisory capacity. To the fullest extent permitted by Idaho law and in accordance with and within the limits of the Idaho Nonprofit Corporations Act, any director or person who serves on a board or council of Life Inc. in an advisory capacity shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any action or omission resulting in damage or injury if the person was acting in good faith and in furtherance of the purpose or purposes for which Life Inc. is organized, unless the damage or injury was caused by willful and wanton or grossly negligent conduct of the person. If the Idaho code is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of Life Inc. shall be eliminated or limited to the fullest extent permitted by Idaho code, as so amended. Any repeal or modification of this article 2.3 shall not adversely affect any right or protection of a director of Life Inc. existing at the time of the repeal or modification.

No Individual Property Rights in Corporate Assets

- 2.5 No person shall possess any property right in or to the property or assets of Life Inc. Upon dissolution as provided in the Bylaws, all assets remaining after payment of any outstanding liabilities shall be distributed exclusively to charitable, religious, educational or scientific organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as now existing or as may be amended, or under corresponding laws and which organizations have purposes and objects similar to those of Life Inc., all determined in accordance with the Bylaws.

Amending the Articles of Incorporation

- 2.6 The Articles of Incorporation may be amended by a resolution of the Board.

Indemnification

- 2.7 Life Inc. shall indemnify each of its past, present and future members, directors, officers, employees and agents, which includes uncompensated or volunteer members of advisory boards and councils of Life Inc., against all expenses they incur, including, but not limited to, legal fees, costs, judgments and penalties, which may be incurred, rendered or levied in any legal action brought against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of their authority as members, directors, officers, employees, members of advisory boards or councils, or agents of Life Inc. Whenever any person reports to the President of Life Inc. that a legal

action has been brought or is about to be brought against the person, for or on account of any action or omission alleged to have been committed by the person while acting within the scope of the person's function as a member, director, officer, employee, advisory board or council member, or agent of Life Inc., members of the Board of Directors, who are not parties to the action, suit or proceeding, at the next regular or at a special meeting held withing a reasonable time thereafter, shall determine, in good faith, whether, in regard to the matter involved in the action or contemplated action, the person acted, or failed to act, in good faith and in the manner the person reasonably believed to be in or not opposed to the best interests of Life Inc., and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. If the Board determines that the person did so act with regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided that Life Inc. shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall unreasonably refuse to permit Life Inc., at its own expense and through counsel of its own choosing, to defend the person in the action. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or its equivalent shall not by itself create the presumption that the person acted or failed to act other than in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of Life Inc. and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful. Life Inc. shall provide for indemnification in accordance with this article 2.7 and Idaho law and in accordance with and within the limits of the Idaho Nonprofit Corporations Act.

These amended Articles of Incorporation have been appropriately adopted by the Board of Directors of Life: A Center for Independent Living Inc. on the date first written in the introductory paragraph and the same is affirmed by the President of the Board by signing below.


By Kate Fornarotto
President of the Board of Directors