

Articles of Incorporation
of
The Jesse Tree of Idaho, Inc.

FILED/EFFECTIVE

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SECRETARY OF STATE
STATE OF IDAHO

We the undersigned natural persons of the age of twenty-one years or more, at least two of whom are citizens of the State of Idaho, acting as incorporators of a corporation under the Idaho Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

Article One

The name of the corporation is The Jesse Tree of Idaho, Inc.

Article Two

The corporation is a non-profit corporation.

Article Three

The period of duration is perpetual.

Article Four

The purposes for which the non-profit corporation is formed are to do any and all things hereinafter mentioned in the United States or any of its possessions, including, but not limited to the following, to-wit:

- A. To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary or educational purposes, either directly or by contributions under Section 501(c)3 of the Internal Revenue Code of 1986, as amended, in such manner that no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, trustees, 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 within this Article. No substantial part of the activities of the corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on or on behalf of any candidate for public office. Notwithstanding any other provision of these

Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)3 of the internal revenue code of 1986, as amended;

- B. In the event that any individual, firm, corporation or other organization, by Last Will and Testament, deed or other writing, shall give, devise or bequeath to the corporation funds, securities or other properties, and therein shall designate one or more limited purposes (within the scope of the general purposes set forth within this Article), to which the whole or a portion of the principal or income or both, of such a gift, is to be applied by the corporation to the achievement of said purposes, the Board of Directors shall have power to accept such gift or gifts strictly in accordance with the provisions of said Last Will and Testament, deed or other writing. In no event and under no circumstances, however, shall the Board of Directors accept any gift or undertake the administration or distribution thereof, if the limited purpose or purposes to which the principal or income, or both, is to be applied and distributed, shall not be within the scope of the general purposes set forth within this Article;
- C. Subject to the provisions of this Article, to acquire, receive, purchase, take by gift, grant, devise, bequest or otherwise, real, personal or mixed property of every kind and description, wheresoever the same may be situated and without limit as to amount, including, but without limiting the generality of the foregoing, money, lands, building, mortgages, stock, debentures, other securities, bills, notes, claims or other interests in any property which may be necessary or convenient for the conduct of the purposes of the Corporation; to hold, invest, re-invest, use, mortgage, pledge, sell, lease, assign, give, exchange, transfer or otherwise deal with the same at its pleasure; to borrow money from any person, firm or Corporation and to issue notes or obligations of the Corporation from time to time for any of the objects or purposes of the Corporation and to secure the same by lawful means; to enter into, make, perform and carry out contracts of any kind of nature for any of the objects or purposes of the Corporation; to retain employees, independent contractors and consultants, for the purpose of performing the purposes of the Corporation, to maintain adequate and complete books and records of all such purposes and to own and hold such real and personal property as will be useful or necessary to the successful operation of the foregoing activities.
- D. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax laws.

- E. The Corporation shall not engage in any act of self-dealing, as defined in Section 4941 of the internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax laws.
- F. The Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax laws.
- G. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- H. The Corporation shall not make any taxable expenditure, as defined in Section 4954(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Article Five

Membership is open to any organization or citizen whose goals are consistent with the purpose of The Jesse Tree of Idaho, Inc.

Article Six

The street address of the initial registered office is 1025 South Capitol Blvd., Boise, Idaho 83702 and the name of the initial registered agent is JoAnn Vahey.

Article Seven

The number of directors or trustees constituting the initial board of directors or trustees of the corporation is seven (7) and the names and addresses of the persons who are to serve as the initial directors or trustees are:

Rev. John Donoghue
P.O. Box 5773
Boise, ID 83705
(208) 338-9392

JoAnn Vahey,
444 Fall Drive
Boise, ID 83706
(208) 342-0386

Dorothy Rebholtz
833 West Sandstone Lane
Boise, Idaho 83702
(208) 342-4116

Roger Neuenschwander, MD
3714 Hillcrest Drive
Boise, ID 83705
(208) 343-9100

Mary Jane Atkinson
936 East River Park Lane
Boise, Idaho 83706
(208) 384-5202

Article Eight

The name and address of the incorporator is:

JoAnn Vahey
444 Fall Drive
Boise, Idaho 83706

Article Nine

The manner of election, qualification, vacancy rules and other matters pertaining to the election of directors and officers shall be governed by the Bylaws of the Corporation.

Article Ten

- A. There shall be no voting members of the Jesse Tree of Idaho.
- B. The Board of Directors shall have the power and authority to adopt, alter and amend the Articles of Corporation by a two thirds (2/3) vote of the Board of Directors, and then filing of such adoption, alteration, or amendment with the Secretary of State of the State of Idaho pursuant to the laws of the State of Idaho.
- B. The Board of Directors shall have the power and authority to adopt, alter and amend the Bylaws of the Corporation by a two thirds (2/3) vote of the Board of Directors.

Article Twelve

This corporation is organized under the provisions of the Idaho Non-Profit Corporation Act, Chapter 3, Title 30, of the Idaho Code, which shall govern all relationships between the corporation and its employees, officers and creditors.

Article Thirteen

To the fullest extent allowed by law, any director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for any act of omission in the director's capacity as a director, except that this Article Thirteen does not eliminate or limit the liability of a director for:

- (a) a breach of a director's duty of loyalty to the Corporation or its shareholders.
- (b) an act or omission not in good faith or that involves intentional misconduct;
- (c) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office;
- (d) an act or omission for which the liability of a director is expressly provided for by statute; or
- (e) an act related to an unlawful stock repurchase or payment of a dividend.

Article Fourteen

Upon the dissolution of the Corporation, the Board of Directors, acting as Trustees in liquidation, shall after paying or making provisions for payment of all liabilities of the Corporation, dispose of all of the assets of the corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time of distribution qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be of by the state district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said district court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS THEREOF, I, the undersigned incorporator, have set my hand this 5th day of February, 2002.

JoAnn Vahey
JoAnn Vahey

**THE STATE OF IDAHO
COUNTY OF ADA**

I, JANICE M. ANDERS, a Notary Public in and for the State of Idaho, do hereby certify that on this 5th day of February, 2002, personally appeared before me JoAnn Vahey, who, being by me first duly sworn, declared that she is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, THIS 5TH DAY OF February, 2002.

Janice M. Anders
NOTARY PUBLIC, STATE OF IDAHO

