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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
MALAD CITY COMMUNITY FOUNDATION, INC.**

PREAMBLE

The undersigned incorporators adopt the following Articles of Incorporation for the purpose of forming a non-profit corporation under the provisions of the Idaho Non-Profit Corporation Act (I.C. § 30-301 et. seq. or its successor). It is the intent and purpose of the incorporators, by and through these Articles of Incorporation and the Bylaws of the Malad City Community Foundation, to create a conceptual setting and organizational structure that will contribute to the quality of life throughout Malad City by fostering and enhancing charitable giving and philanthropy. The creation and operation of this public foundation seeks to identify and serve both the needs and benefits of philanthropy in Malad City.

ARTICLE I

The name of the corporation is MALAD CITY COMMUNITY FOUNDATION, INC. and its existence shall be perpetual.

ARTICLE II

This corporation is a non-profit corporation organized and created under and pursuant to Idaho Code § 30-301 et. seq. or its successor.

ARTICLE III

Subject to the limitations set forth herein, the purpose of the corporation is to engage in any lawful act or activity for which non-profit corporations may be organized under the general

corporation law of Idaho. The purpose of the corporation is to receive and accept pledges, contributions, gifts, cash, property, assets or donations of any kind to be administered for charitable purposes primarily in the community of Malad City, Idaho, or, if by specific donor, designation, elsewhere, so long as the Malad City community receives a substantial benefit therefrom and provided that acceptable provisions can be agreed upon between the parties to meet the donor's wishes. Such corporate purposes shall without limitation include and be subject to the following:

- (a) To administer for charitable purposes gifts, contributions, cash, property, assets or donations donated to the corporation;
- (b) To distribute gifts, contributions, cash, property, assets or donations for such purposes in accordance with the terms of gifts, bequests, or devises to the corporation not inconsistent with its purposes, as set forth in these Articles of Incorporation, or in accordance with determination made by the Board of Directors pursuant to these Articles of Incorporation;
- (c) To distribute gifts, contributions, cash, property, assets or donations to qualified charitable organizations for charitable purposes; and
- (d) To modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if in the sole judgment of the Board of Directors (without the necessity of the approval of any trustee, custodian or agent), such restriction or condition becomes, in effect, unnecessary, undesirable, incapable of fulfillment, or inconsistent with the charitable needs of the Malad City community.

ARTICLE IV

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors or officers, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in these Articles. The corporation shall not carry on propaganda or otherwise influence legislation to such extent as would result in the loss of its exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 or its successor. The corporation shall not participate in nor intervene in any political campaign on behalf of any candidate for public office, including, but not limited to, the publication or distribution of any statements on behalf of any such candidates. Notwithstanding any of the provisions of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by the following organizations:

- (a) By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or its successor; or
- (b) By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or its successor.

This corporation shall obtain and maintain at all times the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or its successor, and which is other than a private foundation as defined in Section 509 of the Internal Revenue Code of 1986 or its successor. All terms and provisions of these Articles and the bylaws of the corporation, all resolutions of the Board of Directors, and all operations of the corporation shall be construed, applied and carried out in accordance with the purpose and intent of these Articles to maintain such status.

ARTICLE V

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets exclusively for charitable purposes in such manner or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as exempt under Section 501(c)(3) and as other than a private foundation under Section 509(a) of the Internal Revenue Code of 1986, or its successor, as the Board of Directors shall determine.

ARTICLE VI

For purposes of these Articles, "charitable purposes" include, but are not limited to, educational, religious, scientific, public and other purposes, contributions for which are deductible under Section 170(c)(1) and (2) of the Internal Revenue Code of 1986, or its successor, and "qualified charitable organization" means an organization which is described in Section 170(c)(1) or (2) of said Code. Any reference in these Articles to a section of the Internal Revenue Code of 1986 shall be deemed to include the corresponding provision or provisions of any of the applicable future Revenue Code.

ARTICLE VII

This corporation shall have members and there shall be a single class of membership. The corporation may issue membership certificates evidencing membership in the Malad City Community Foundation. The manner of election and the qualifications and the rights of the members shall be set forth in the Bylaws. The membership is vested with the right and authority to elect directors at each annual meeting of the class whose term expires at the time of such

meeting and to fill all other vacancies on the Board of Directors existing at the time of such meeting.

ARTICLE VIII

The affairs and assets of the corporation shall be managed by the Board of Directors. The qualifications and manner of election of directors shall be prescribed in the Bylaws. Existing directors may elect successor directors to vacancies occurring between annual meetings of the corporation and in a manner so as not to conflict with the authority of the membership to elect directors at the annual meeting.

ARTICLE IX

The address of the corporation's initial registered office is 59 Bannock Street, Malad City, Idaho 83252. The name of its initial registered agent is Susan J. Wittman at such office.

ARTICLE X

The number of directors constituting the initial board of directors is five (5). The names and addresses of the persons who are to constitute the first board of directors are as follows:

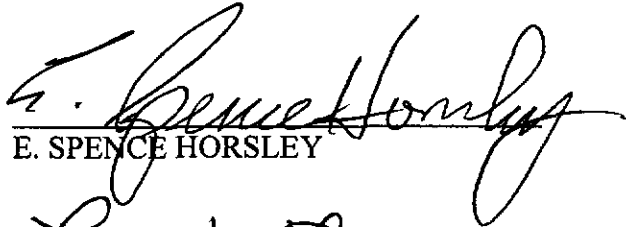
<u>NAME</u>	<u>ADDRESS</u>
E. Spence Horsley	146 West 300 North Malad City, Idaho 83252
Larry K. Thomas	357 North 200 West Malad City, Idaho 83252
Tom F. Jenkins	400 South Main Street Malad City, Idaho 83252
Joan Hawkins	510 Grandview Drive Malad City, Idaho 83252
Lance V. Tripp	475 North Main Street Malad City, Idaho 83252

ARTICLE XI

The names and addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
E. Spence Horsley	146 West 300 North Malad City, Idaho 83252
Larry K. Thomas	357 North 200 West Malad City, Idaho 83252
Tom F. Jenkins	400 South Main Street Malad City, Idaho 83252
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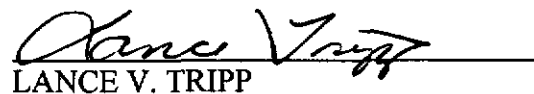
IN WITNESS WHEREOF, the Incorporators have signed these Articles of
Incorporation of the Malad City Community Foundation, Inc., this 14th day of September,
2012.


E. SPENCE HORSLEY


LARRY K. THOMAS


TOM F. JENKINS


JOAN HAWKINS


LANCE V. TRIPP