

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
BODY, MIND & SPIRIT FOUNDATION, LTD.**

The undersigned, for the purposes of forming a corporation under the provisions of Idaho Nonprofit Corporation Act, 30-3-17, and consistent with the provisions of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended ("Code") hereby adopt the following Articles of Incorporation:

**ARTICLE I.
NAME**

The name of this Corporation shall be "BODY, MIND & SPIRIT FOUNDATION, LTD." ("Corporation").

**ARTICLE II.
PERIOD OF DURATION**

The period of duration of this Corporation shall be perpetual.

**ARTICLE III.
PURPOSES**

The purposes, objectives, and powers of this Corporation shall be as hereinafter set forth; provided, however, that at all times this Corporation shall be operated exclusively for charitable, scientific, educational, or literary purposes, within the meaning of Section 501(c)(3) of the Code.

No part of the assets or net earnings of this Corporation shall inure to the benefit of or be distributable to its officers, directors, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and make payments and distributions in furtherance of its purposes as set forth herein. No part of the Corporation's activities shall be or consist of carrying on political propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in the publishing or distribution of statements with regard to any political campaign on behalf of any candidate for public office.

Within the foregoing limitations, the objects and purposes of the Corporation shall include, but not be limited to, the following:

(a) To receive, hold, invest and administer funds and properties and provide funding for programs and support services designed to address the feelings of helplessness, loss of control, fear, depression, isolation, and loneliness of individuals and families undergoing traumatic life experiences, whether the result of disease, tragedy, personal loss, or acts of terrorism.

(b) To fund programs and support services which facilitate healing after traumatic life experiences, specifically programs that allow individuals, families and

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communities to regain a healthy balance of body, mind and spirit in a nurturing, supportive environment. Mindful of the physical, emotional, and financial trauma experienced by individuals and families who are faced with a traumatic life experience and believing there are organizations capable of helping these individuals and families, Corporation desires to assist in alleviating the trauma by underwriting the costs and paying reasonable expenses of these individuals and families to access needed programs and services.

(c) To make grants to other qualified organizations exempt under Section 501(c)(3) of the Code in furtherance of the charitable pursuits of this Corporation.

(d) To solicit and encourage contributions and grants from the general public, government, private foundations, and public charities, to fund its activities and carry out its purposes.

(e) To otherwise enhance the charitable pursuits of Corporation.

In furtherance of the above stated purposes of the Corporation, it is the intent of the incorporator that the Corporation has all powers conferred by the laws of the state of Idaho on nonprofit corporations, consistent with its qualification under Section 501(c)(3) of the Code.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by:

(a) An organization exempt under Section 501(c)(3) of the Code; or

(b) An organization, contributions to which are deductible under Section 170(c) of the Code.

ARTICLE IV. **NONMEMBERSHIP**

The Corporation shall have no members, and shall exist as a nonmembership Corporation.

ARTICLE V. **REGISTERED OFFICE AND AGENT**

The registered agent of this Corporation and the street address of the registered office of this Corporation are as follows:

Registered Agent

Terry M. Kelly

Registered Office Address

Lukins & Annis, P.S.
250 Northwest Blvd., Suite 102
Coeur d'Alene, ID 83814-2971

ARTICLE VI.
DIRECTORS

The number of directors of this Corporation shall be fixed in the Bylaws and may be changed from time to time by amending the Bylaws.

The names and addresses of the initial directors of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Iris Behr	7600 E. Blue Lake Road Harrison, ID 83833
John W. Muir	7600 E. Blue Lake Road Harrison, ID 83833
Lynne Haley	PO Box 647010 Pullman, WA 99164-7010
Sheila Heyns	242 W. Walnut Genesee, ID 83832
Lori Humphrey	3839 E. 17 th Avenue Spokane, WA 99223
Gregory L. Wilson	660 SE Edge Knoll Dr. Pullman, WA 99163

A director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages arising from any conduct as a director, except this limitation on liability shall not apply to (i) acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director, (ii) any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. This limitation shall not apply to any act or omission occurring before the effective date of this paragraph. If the Idaho Nonprofit Corporation Act and/or the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Nonprofit Corporation Act and/or the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the members of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VII. INDEMNIFICATION

The Corporation shall provide any indemnification required by the Idaho Nonprofit Corporation Act and/or the Idaho Business Corporation Act and shall indemnify directors, officers, agents, and employees as follows:

(a) The Corporation shall indemnify its officers and directors and advance or reimburse expenses to the full extent required or permitted by the Idaho Nonprofit Corporation Act and/or the Idaho Business Corporation Act now or hereafter in force, whether they are serving the Corporation or, at its request, any other entity, as an officer, director, or in any other capacity; provided no such indemnity shall indemnify any director from or on account of any (i) acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law; (ii) any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property, or services to which the director was not legally entitled.

(b) The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, or contracts implementing such provisions, including but not limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made, or such further indemnification agreements as may be permitted by law.

(c) The Corporation shall indemnify other employees and agents to the extent as may be authorized by the Board of Directors or the Bylaws and be permitted by law, whether the employees and agents are serving the Corporation or, at its request, any other entity.

(d) The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled under any statute, provision of the Articles of Incorporation, Bylaws, or other agreements.

(e) No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

ARTICLE VIII. AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended upon a vote of a majority of the Board of Directors of the Corporation, subject to any mandatory contrary provision of state law.

ARTICLE IX. DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the 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 the assets of the Corporation exclusively for purposes of the Corporation in such manner, or to such

organization or organizations organized, and operated exclusively for charitable, scientific, educational, or literary purposes as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of Kootenai County, Idaho, but exclusively for such purposes or to such organization or organizations, as said court shall determine, but which are then organized and operated exclusively for charitable, scientific, educational, or literary purposes within the meaning of Section 501(c)(3) of the Code.

ARTICLE X.
INCORPORATOR

The name and address of the incorporator is:

Name

Terry M. Kelly

Address

Lukins & Annis, P.S.
250 Northwest Blvd., Suite 102
Coeur d'Alene, ID 83814-2971

IN WITNESS WHEREOF, the incorporator hereinabove named has executed these Articles of Incorporation this 12th day of December, 2002.



Terry M. Kelly, Incorporator