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SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION  
OF  
SOUTHERN IDAHO COMPENSATION AND BENEFITS ASSOCIATION, INC.

The undersigned, acting as the incorporator of a nonprofit corporation ("**Corporation**") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("**Act**"), adopts the following Articles of Incorporation ("**Articles**").

**ARTICLE I**  
**NAME OF THE CORPORATION**

The name of the Corporation is Southern Idaho Compensation and Benefits Association, Inc.

**ARTICLE II**  
**STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III**  
**PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV**  
**REGISTERED OFFICE AND AGENT**

The location of the Corporation is in Boise, Idaho. The address of the initial registered office is 3664 N. Willowbar Lane, Garden City, ID 83714, and the name of the initial registered agent at this address is Kelly A. Madison.

**ARTICLE V**  
**PURPOSES**

A. The Corporation is organized exclusively for charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3), as amended from time to time.

B. To promote the advancement of knowledge in the professional field of total compensation, which is defined to include all areas of direct and indirect remuneration of employees. The Corporation will address this purpose by sponsoring professional compensation and benefits education and professional information exchange.

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C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing contained within these Articles shall authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

## **ARTICLE VI LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 V. No substantial part of the activities of the Corporation shall be for 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. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended from time to time.

## **ARTICLE VII MEMBERS**

The Corporation shall have members. Eligibility and requirements for members shall be governed by the provisions of the Corporation's Bylaws.

## **ARTICLE VIII BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which number shall be not less than three (3). Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the Members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation. The names and street addresses of the persons constituting the initial Board of Directors are:

<b>NAME</b>	<b>ADDRESS</b>
Kelly Madison	PO Box 190067, Boise, ID 83719
Anne Marie Beck	PO Box 190067, Boise, ID 83719
Laurie A. Birrer	PO Box 190067, Boise,

	ID 83719
Amy Jones	PO Box 190067, Boise, ID 83719
Jenn Beck	PO Box 190067, Boise, ID 83719
Mini Antony	PO Box 190067, Boise, ID 83719
Doug Bullock (Past President and Board Advisor)	PO Box 190067, Boise, ID 83719

## **ARTICLE IX DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute the assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for exempt purposes.

## **ARTICLE X INCORPORATOR**

The name and street address of the incorporator is Kelly A. Madison, 3664 N. Willowbar Lane, Garden City, Idaho 83714.

## **ARTICLE XI BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

## **ARTICLE XII LIMITATION OF LIABILITY**

In accordance with Section 30-3-81 of the Act and to the fullest extent permitted by, and in accordance with, the Act as the same exists at the time of the adoption of these Articles or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment), a director of the Corporation shall not be personally liable to the Corporation or its stakeholders for monetary damages, and the Corporation shall indemnify a director against liability to any person, for any action taken, or any failure to take action, as a director, except for liability for: (i) the amount of financial benefit

received by a director to which the director is not entitled; (ii) an intentional infliction of harm on the Corporation or its stakeholders; (iii) an intentional violation of criminal law.

### **ARTICLE XIII INDEMNIFICATION**

The Corporation shall indemnify, hold harmless, and defend present and former directors, officers, employees and agents of the Corporation to the fullest extent permitted by, and in accordance with, the Act as the same exists at the time of the adoption of these Articles or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment) except for liability for: (i) the amount of financial benefit received by a director to which the director is not entitled; (ii) an intentional infliction of harm on the Corporation or its stakeholders; (iii) an intentional violation of criminal law. Expenses, including attorney fees, incurred by present and former directors, officers, employees and agents of the Corporation in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding in accordance with the Act.

DATED 8-16, 2013

  
Kelly A. Madison, Incorporator