

**FILED EFFECTIVE**

**2018 MAY 14 PM 3:05**

**AMENDED and RESTATED ARTICLES OF INCORPORATION  
OF**

**Downtown Driggs Community Association, Inc**

**SECRETARY OF STATE  
STATE OF IDAHO**

These are Amended and Restated Articles of Incorporation (the "Articles") of Downtown Driggs Community Association, Inc., a Non-Profit Corporation organized under the Idaho Non-Profit Corporation law. These Amended and Restated Articles supersede all previously filed Articles of Downtown Driggs Community Association, Inc.

**ARTICLE I**

The name of the corporation is Downtown Driggs Association, Inc. (referred to hereinafter as the "Corporation").

**ARTICLE II**

The period of its duration is perpetual.

**ARTICLE III**

This Corporation is organized exclusively for the charitable, educational and cultural purposes as are within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986 (or under the corresponding provision of any future United States Revenue law). References in these Articles of Incorporation to the "Code" shall be to the Internal Revenue Code of 1986, as amended from time to time.

**ARTICLE IV**

In furtherance of its corporate powers, the Corporation shall have all general powers enumerated in under the Idaho Nonprofit Corporation Act, together with power to solicit grants and contributions for corporate purposes, subject to any provisions of applicable law.

IDAHO SECRETARY OF STATE

**04/19/2018 05:00**

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## **ARTICLE V**

No part of the income or net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the Corporation by an officer, director, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors); and provided further that no director or officer of the Corporation, or any other private individual shall be entitled to share in any distribution of any of the Corporation's assets on the dissolution of the Corporation or otherwise. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided in section 501(c) (h) of the Code. The Corporation shall not 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.

No part of the assets of the Corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consist of carrying on propaganda or otherwise attempting to influence legislation.

*Upon dissolution of the Corporation, all of its assets shall be paid over or transferred to the City of Driggs, Idaho, to be used to foster community development in downtown Driggs.*

Notwithstanding any other provision hereof, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax exempt under the provisions of section 501(c)(3) of the Code.

## **ARTICLE VI**

The board of directors shall consist of no fewer than three (3) people.

## **ARTICLE VII**

**Manner of Adoption:**

The date of the adoption was April 4, 2018

Each amendment consists exclusively of matters which do not require member

approval pursuant to section 30-30-705, Idaho Code, and was, therefore, adopted by the incorporators, or by the board of directors.

The number of directors entitled to vote was 5.

The number of directors that voted for each amendment was 5.

The number of directors that voted against each amendment was 0.

In witness whereof, I have hereunto subscribed my name this 14 day of May, 2018.

R. J. Sullivan  
Board officer signature

Board Secretary  
Board Title