

**AMENDED AND RESTATED ARTICLES OF
INCORPORATION OF THE
LEE PESKY LEARNING CENTER ENDOWMENT, INC.**

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The undersigned officer hereby certifies that by the unanimous written consent of the Lee Pesky Learning Center Endowment Inc. (the "Corporation") and pursuant to the Nonprofit Corporation Act, the directors amended, approved and adopted the following Amended and Restated Articles of Incorporation of the Lee Pesky Learning Center Endowment, Inc. The Corporation has no members; accordingly, no approval by the membership is required for these Amended and Restated Articles of Incorporation which amend and supersede the original Articles of Incorporation and all amendments thereto in their entirety:

Article I Name.

The name of the Corporation is the Lee Pesky Learning Center Endowment, Inc.

Article II Nonprofit 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 address of the registered agent of the Corporation is Gregory Byron located in the office of Thornton Byron at 3101 W Main St #200, Boise, Idaho 83702 .

Article V Purposes

The purposes for which the Corporation is organized and will be operated as follows:

A. To provide an endowment fund for Lee Pesky Learning Center, Inc., an Idaho nonprofit corporation (the "Center"), and to qualify and act as a support organization within the meaning of Section 509(a)(3) of the Internal Revenue Code of 1986, as amended from time to time, for the Center.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, 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).

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 herein contained shall be deemed to 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 therefor, may not at that time lawfully carry on or do.

Article VI Limitations.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be

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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 hereof. 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 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 corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

Article VII No Members.

The Corporation shall not have any members.

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. The Directors shall be elected in the manner and for the term provided in the Bylaws of the Corporation.

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 all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. 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 organizations, as such court shall determine to be consistent with the purposes of the Corporation.

Article X Bylaws.

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

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 25th day of February, 2021.


Mary Goff, Board Secretary and Treasurer


Angela Weller, Board Chair