

**FILED EFFECTIVE**

ARTICLES OF INCORPORATION

OF

2018 MAY 14 AM 9:25

MR. AND MRS. HENRY B. KINGSBURY FOUNDATION, INC.

SECRETARY OF STATE  
STATE OF IDAHO

A Nonprofit Corporation

We, the Incorporators, being natural persons of the age of twenty-one (21) years or more and citizens of the United States, for the purpose of forming a corporation under the provisions of Chapter 30, Title 30, Idaho Code, the Idaho Nonprofit Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE I.

The name of the Corporation is the MR. AND MRS. HENRY B. KINGSBURY FOUNDATION, INC.

ARTICLE II.

The period of duration of this Corporation shall be perpetual.

ARTICLE III.

This Corporation shall be a nonprofit corporation.

ARTICLE IV.

The purposes for which the Corporation is organized are:

The Corporation is organized exclusive for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any future Internal

Revenue law, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of Such Code.

1. 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 these Articles of Incorporation.
2. No substantial part of the activities of the Corporation shall include 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.
3. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit corporation organized under the laws of the State of Idaho pursuant to the provisions of Idaho Nonprofit Corporations Act.
4. Further, it is the intent and purpose of the Incorporators, by and through these Articles of Incorporation and the Bylaws of the MR. AND MRS. HENRY B. KINGSBURY FOUNDATION, INC., to create an organization and structure that will contribute to the quality of life by fostering and enhancing

charitable giving and philanthropy, including but not limited to, the following:

- a) To administer for charitable purposes property donated to the Corporation;
- b) To distribute property for such purposes in accordance with the terms of gifts, bequests or devises to the Corporation not inconsistent with its purposes, or in accordance with determinations made by the Board of Directors pursuant to these Articles of Incorporation;
- c) To distribute property 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 Wallace community.

This Corporation shall obtain and maintain, at all times, the status of an organization which is exempt from federal income taxation. All terms and provisions of these Articles of Incorporation 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 within the purpose and intent of these Articles of Incorporation to maintain such status.

#### ARTICLE V.

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusive for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code and said assets shall only be used for such purposes. Any such assets not so disposed of shall be disposed of by the District court in the County in which the principal office of the Corporation is then located, exclusive for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes. This Corporation, if qualified as a private foundation, shall comply with the requirements of Idaho Code Section 30-30-105.

#### ARTICLE VI.

For purposes of these Articles of Incorporation, "charitable purposes" include educational, scientific, public and other purposes, contributions for which are deductible under Section 170(c)(1) and (2) of the Internal Revenue Code of 1986 and "qualified charitable organization" means an organization which is described in Section 170(c)(1 ) or (2) of said Code.

#### ARTICLE VII.

The Corporation shall be organized on a non-stock basis and shall have no members. The authority for all affairs of the Corporation, including the management of its assets and affairs, shall be in a Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal

law, state law, these Articles of Incorporation and the Bylaws of the Corporation as from time to time in effect. The first Board of Directors shall be at least three (3) in number and their names and addresses are as follows:

Dennis O'Brien  
413 Cedar Street  
Wallace, ID 83873

Jon Cantamessa  
97 Creekside Road  
Wallace, ID 83873

Dale Lavigne  
PO Box 2170  
Osburn, ID 83849

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.

The name and address of the initial registered agent and registered office are:

Registered Agent: Dennis O'Brien

Registered Office: 413 Cedar Street/P.O. Box 469  
Wallace, ID 83873

#### ARTICLE VIII.

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now and hereafter prescribed by the laws of the State of Idaho, however, such

amendments shall remain consistent with the Idaho Nonprofit Corporations Act and the charitable purposes set forth herein.

#### ARTICLE IX.

All general or specific reference herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Idaho shall be deemed to refer to the laws of the State of Idaho as now in force or hereafter amended.

IN WITNESS WHEREOF, I, the Incorporator, declare that I have examined the foregoing Articles of Incorporation and that the statements contained therein are, to the best of my knowledge and belief, true, correct and complete.

EXECUTED this 10<sup>th</sup> day of May, 2018

By Dennis O'Brien  
Dennis O'Brien, Incorporator  
413 Cedar Street/P.O. Box 469  
Wallace, ID 83873

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05/15/2018 05:00  
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