

2014 OCT 27 PM 4:35

ARTICLES OF INCORPORATION OF ROTARY CLUB OF
BOISE FOUNDATION (NON-PROFIT)
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 ROTARY CLUB OF BOISE FOUNDATION,
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, Ada County, Idaho. The address of the initial registered office is 802 West Bannock Street, Boise, Idaho 83702 and the name of the initial registered agent at this address is Nancy Chinn.

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ARTICLE V

PURPOSES

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

- A. To promote education, to alleviate poverty and homelessness, to support the conservation and care of the environment, to care for the sick, the elderly and the disadvantaged and to engage in all charitable, educational and scientific purposes 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) of the Internal Revenue Code.
- B. 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 shall be deemed to authorize or permit the Corporation to carry on any business for profit, 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 do.

ARTICLE VI

LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons except 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. The Corporation shall not carry on propaganda or otherwise influence legislation to such extent as would result in the loss of its exemption under Section 501 (c)(3) of the Internal Revenue Code of 1986. The Corporation shall not participate in nor intervene in any political campaign on behalf of any candidate for public office in any manner whatsoever, including, but not limited to, the publication or distribution of any statements on behalf of any such candidates. 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 nor by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

The Corporation shall obtain and maintain at all times the status of an organization which is exempt from federal income taxation under Section 501 (c)(3) of the Internal Revenue Code of 1986. All terms and provisions of these Articles 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 with the purpose and intent of these Articles to maintain such status.

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 but in no event shall be less than three. The Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation. The names and addresses of the persons constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Deborah Baj	802 West Bannock St. Boise, Idaho 83702
Wendy Shoemaker	802 W. Bannock St., Boise, ID 83702
Gary Gunther	802 W. Bannock St., Boise, ID 83702

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 of the liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing those assets exclusively for charitable purposes in such manner or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as exempt under Section

501(c)(3) of the Internal Revenue Code of 1986 and which have as their purposes charitable purposes in line with the purposes of this Corporation.

ARTICLE X

INCORPORATOR

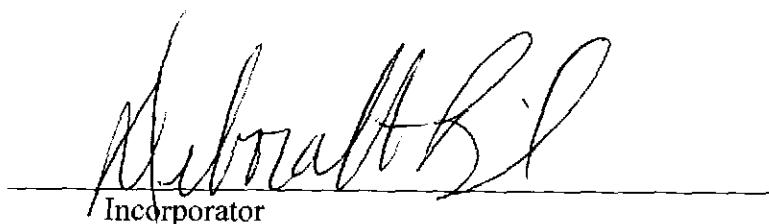
The name and street address of the incorporator is Deborah A. Bail, President, Rotary Club of Boise, 802 West Bannock St., Boise, Idaho 83702.

ARTICLE XI

BYLAWS

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

Dated this 21st day of October 2014.



Incorporator