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**ARTICLES OF AMENDMENT  
RESTATING THE ARTICLES OF INCORPORATION OF  
MERIDIAN POLICE ACTIVITIES LEAGUE INC.**

SECRETARY OF STATE  
STATE OF IDAHO

*an Idaho Nonprofit Corporation*

The existing Articles of Incorporation are amended and restated in their entirety as follows:

KNOW ALL PESONS BY THESE PRESENT, that we, the undersigned, each being a natural person of full age, and a citizen of the United States of America, and constituting the Board of Directors of a nonprofit corporation (the "**Corporation**") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 30, Title 30, Idaho Code (the "**Act**"), hereby certify, declare and adopt the following Articles of Amendment Restating the Articles of Incorporation.

**Article I**  
**CORPORATE NAME**

The name of this nonprofit corporation shall be "Meridian Police Activities League Inc."

**Article II**  
**NONPROFIT STATUS**

The Corporation is a nonprofit corporation.

**Article III**  
**EXISTENCE**

The period of existence and duration of the life of this nonprofit Corporation shall be perpetual.

**Article IV**  
**REGISTERED OFFICE AND AGENT**

The location of this Corporation is in the City of Meridian, Idaho. The address of the registered agent is 850 E. Franklin Rd., Suite 405, Meridian, Idaho 83642, and the name of the registered agent at this address is Mark Lightner.

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## **Article V**

### **PURPOSES**

The Corporation is a nonprofit corporation formed under the Act and is organized exclusively for charitable purposes and the generation and distribution of charitable contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”), or the corresponding section of any future federal tax code. The purposes for which the Corporation is organized and will operate are within the meaning of the Code, and are:

A. To inspire youth regardless of race, creed or national origin, to practice high ideals of citizenship, sportsmanship, physical fitness and respect for oneself and others, to promote a constructive relationship between law enforcement agencies, youngsters and citizens of the community and develop youth into responsible citizens.

B. To contract, rent, buy or sell, operate, maintain, own, sell, lease, hypothecate, and/or develop real or personal property and any and all necessary facilities, buildings, equipment and things appurtenant or relating thereto; to exercise any, and all power for which a nonprofit corporation organized under Act for, charitable, education, and scientific purposes all for the public welfare, but only to the extent the exercise of such powers are in the furtherance of exempt purposes.

C. To exercise all powers granted by law necessary and proper to carry out the above stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or 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.

D. To carry out the purposes of the Corporation within the meaning of the Act and Section 501(c)(3) of the Internal Revenue Code, as amended from time to time.

E. Any other lawful purpose under the Act and/or Code.

## **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 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 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 provision 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 Code, or any successor section of the Code.

## **Article VII** **NO MEMBERS**

The Corporation shall have no members.

## **Article VIII** **BOARD OF DIRECTORS**

The affairs of the Corporation shall be governed by a 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 be less than three (3) individuals. Other than the Directors constituting the Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation. The names and addresses of the current Directors of this nonprofit corporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
1. Mark Lightner	850 E. Franklin Rd. Suite 405, Meridian, ID 83642
2. Brian Simer	850 E. Franklin Rd. Suite 405, Meridian, ID 83642
3. Cheryl Guiddy	850 E. Franklin Rd. Suite 405, Meridian, ID 83642
4. Stacy Arnold	850 E. Franklin Rd. Suite 405, Meridian, ID 83642
5. Darrell Eastburn	850 E. Franklin Rd. Suite 405, Meridian, ID 83642

## **Article IX** **DIRECTOR POWERS**

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to exercise, conduct, manage and control the powers, business, affairs and property of the nonprofit corporation, and to make such rules and regulations which are consistent with these Articles and the laws of the State of Idaho as they may deem best, all of which as set forth in the Bylaws of this nonprofit corporation. This nonprofit corporation may in its Bylaws confer powers upon its Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by statute.

**Article X**  
**DISSOLUTION**

Upon the dissolution of the organization, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation consistent with the purposes of the Corporation for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Any such assets not disposed of shall be disposed of by the Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**Article XI**  
**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 adopt initial Bylaws that are not inconsistent with law or these Articles. The Board of Directors are authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors or by unanimous written consent in lieu of such meeting.

**Article XII**  
**INDEMNIFICATION**

The Corporation shall indemnify Officers and Directors of the Corporation to the fullest extent permitted under the Act.

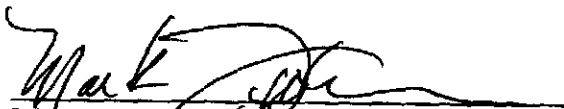
**Article XII**  
**AMENDMENT**

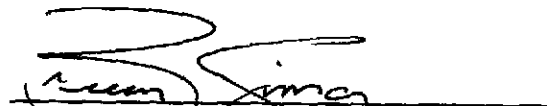
This nonprofit Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute

**APPROVAL**

These Amendments having been adopted by the Board of Directors on the 14th day of November, 2015, we, the undersigned, being each one of the Directors of the Meridian Police

Activities League Inc., for the purpose of re-stating and amending the Articles of this nonprofit corporation, and pursuant to the laws of the State of Idaho, do make and file these Articles of Amendment Restating the Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hand this 14th day of November, 2015.

  
Mark Lightner, Director

  
Brian Simer, Director

  
Stacy Arnold, Director

  
Cheryl Gudy, Director

  
Darrell Eastburn, Director