

ARTICLES OF INCORPORATION
OF
IDAHO FALLS KIWANIS FOUNDATION, INC.

FILED EFFECTIVE
2013 MAR 21 AM 8:40
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation (the "*Corporation*") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (the "*Act*"), adopts the following Articles of Incorporation (the "*Articles*").

ARTICLE I – NAME OF THE CORPORATION

The name of the *Corporation* is IDAHO FALLS KIWANIS 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 the City of Idaho Falls, County of Bonneville, and in the State of Idaho. The address of the *Corporation's* initial registered office is 490 Memorial Drive, 2nd Floor, Idaho Falls, Idaho 83402, and the name of the initial registered agent at this address is Steven R. Parry.

ARTICLE V – PURPOSES

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

A. The mission and purpose of the IDAHO FALLS KIWANIS FOUNDATION, INC. is, in conjunction with the Kiwanis Club of Idaho Falls, Idaho, Inc., an Idaho general nonprofit corporation (herein the "*IF Kiwanis Club*"), to serve the children of the world, with priority toward serving the children of Idaho and in particular Bonneville County, and to otherwise engage in and support charitable and educational activities and programs consistent with the mission and purposes of Kiwanis International and the Utah-Idaho District thereof.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code, 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). All purposes, activities and expenditures of the *Corporation* shall comply with this requirement.

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,

C197872

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 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, as amended from time to time.

ARTICLE VII – NO MEMBERS

The *Corporation* shall not have any members for purposes of the *Act* and shall in that regard be a nonmember corporation. However, the *Corporation* may have honorary “members” for purposes of soliciting, receiving and recognizing donations and other support, but such “members” shall not have any voting rights or other authority over the *Corporation*.

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, which number shall be no less than three. Other than 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* or appointed by the Board of Directors of the *IF Kiwanis Club* in the manner and for the terms provided in the Bylaws of the *Corporation*.

The names and addresses of the persons constituting the initial Board of Directors, all of whom are appointed concurrently herewith by the Board of Directors of the *IF Kiwanis Club*, are:

NAME	ADDRESS
Mark McBride	3573 W 1700 N, Idaho Falls, ID 83402
Brian Kearsley	3137 Ivory Dr., Idaho Falls, ID 83401
Steve Parry	PO Box 51630, Idaho Falls, ID 83405

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, as amended from time to time, in such manner as the Board of Directors shall determine; provided, however, that unless the *IF Kiwanis Club* is no longer in existence, such distributions shall be made subject to the approval of the Board of Directors of the *IF Kiwanis Club*. 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*.

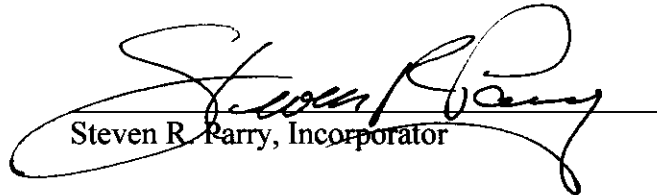
ARTICLE X – INCORPORATOR

The name and address of the incorporator is Steven R. Parry, 490 Memorial Drive, 2nd Floor, Idaho Falls, Idaho 83402, or PO Box 51630, Idaho Falls, Idaho 83405-1630.

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

DATED this 15th day of March, 2013.


Steven R. Parry, Incorporator

L:\SRP\1SRP\KIWANIS\Foundation\ArticlesOfIncorporation.wpd