

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION**

**OF**

2015 OCT 26 AM 9:51

**SHANNON WILKER FOUNDATION, INC.**

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, in order to form a Non-Profit Corporation under the provisions of Title 30, Chapter 3, Idaho Code, submits the following articles of incorporation to the Secretary of State.

**Article I - Name**

The name of the Corporation shall be Shannon Wilker Foundation, 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 location of the Corporation is in the City of Idaho Falls, County of Bonneville, and in the State of Idaho. The address of the initial registered office is 1915 Eagle Drive, Idaho Falls, Idaho 83406, and the name of the initial registered agent at this address is Shane Wilker.

**Article V - Purposes**

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

A. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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B. Subject to the above limitations, the primary purpose of this corporation is to provide assistance to breast cancer patients and their families. This assistance will be primarily provided in two different ways.

First of all, this assistance will be provided through utilization of a website through which breast cancer victims and their families can obtain emotional support and therapy from their shared experiences. Secondly, this assistance will be provided through direct financial assistance to breast cancer patients and their families, to meet extraordinary expenses they are facing because of this disease such as travel and housing while obtaining treatment and lost income both of the patient and family members devoting their time to assist the stricken family member. This assistance can not be provided to directors and officers of the corporation or their families. Additionally, the corporation will work with other charitable organizations dedicated to assistance for breast cancer victims and their families to accomplish the above goals.

In addition, the corporation will perform such other nonprofit activities as shall be deemed appropriate by the corporation within the limitations of the first paragraph of this article as set forth above.

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 - Earnings Limitations**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 II 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 or in opposition to 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are

deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **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. 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 in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Shane Wilker	1915 Eagle Drive, Idaho Falls, Idaho 83406
Patty Elzinga	12060 S 2061 W, Riverton, Utah 84065
Justin Brown	8557 N 5 <sup>th</sup> East, Idaho Falls, Idaho 83401
Ryan Brown	574 Wisteria, Richland, Washington 99352

#### **Article IX - Incorporator**

The name and address of the incorporator: Shane Wilker, 1915 Eagle Drive, Idaho Falls, Idaho 83406.

#### **Article X - Distribution on Dissolution**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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 be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 22 day of October, 2015.

  
Shane Wilker

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