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ARTICLES OF INCORPORATION
OF THE **SECRETARY OF STATE**
Palouse Cares Inc STATE OF IDAHO

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.

The name of the Corporation is **Palouse Cares 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 Moscow, County of Latah, and in the State of Idaho. The address of the initial registered office is 216 Sunrise Drive, Moscow Idaho 83843, and the name of the initial registered agent at this address is Rick Minard.

Article V: Purposes.

The Corporation is organized and operated exclusively for the advancement of educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, to perform any and all lawful acts which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes of the Corporation, including but not limited to the following:

A. We are committed to raising funds, food, and awareness to benefit people on the Palouse

IDaho SECRETARY OF STATE
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- B. to make distributions to organizations that qualify as exempt under such Section 501(c)(3);
- C. no substantial part of the activities of the Corporation shall be to carry on propaganda, to attempt to influence legislation, or to participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office; and,
- D. 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: 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 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) and 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: Members

The corporation shall have 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. The Directors shall be elected by the members 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>
1	Rick Minard	216 Sunrise Drive Moscow, Idaho 83843
2	Tiffanie Braun	5026 Lenville Rd. Moscow, ID 83843
3.	Kurt Schwendiman	1006 Slonaker Moscow, ID 83843
4.	Mandy Froehlich	803 Travois Way Moscow, ID 83843
5.	Shona Bose	405 SE Bellevue Pullman, WA 99163

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. 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: Incorporators.

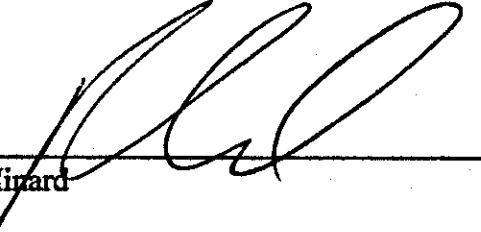
The name and street address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Rick Minard	216 Sunrise, Moscow, ID 83843

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.

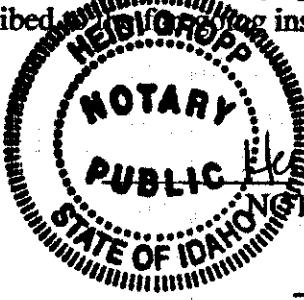
DATED this _____ day of _____, 2007.



Rick Minard

STATE OF IDAHO)
COUNTY OF LATAH)

On this 12th day of May, 2007, before me personally appeared Rick Minard known to me to be the person whose name is subscribed to this instrument, and acknowledged to me that each person executed the same.



My commission expires:
11/02/2012