

ARTICLES OF INCORPORATION  
OF THE  
GREATER LAVA HOT SPRINGS PROSPERITY FOUNDATION, 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 the Greater Lava Hot Springs Prosperity 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 Lava Hot Springs, County of Bannock, and in the State of Idaho. The address of the initial registered office is 196 E Main St, Lava Hot Springs, ID 83246-0129 and the name of the initial registered agent at this address is Evelee Hill.

ARTICLE V  
PURPOSES

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

***A. The Mission of the Greater Lava Hot Springs Prosperity Foundation is to cooperatively:***

- 1) Identify, promote, fund, contribute to, and carry out projects that enhance the economic and cultural vitality of the greater Lava Hot Springs community,***
- 2) Develop recreational and educational opportunities for residents, and***
- 3) Promote the prosperity, health, and safety of our visitors and residents.***

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).

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 therefore, 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) 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.

#### **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. Each Director of the Corporation shall, at all times, be a member of the Corporation. 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:

NAME

Michael Vice  
Rebecca Airmet  
Evelee Hill

ADDRESS

104 E Fife St, PO Box 518, Lava Hot Springs, ID 83246-0518  
10537 Woodward Dr, Lava Hot Springs, ID 83246-5001  
196 E Main St, PO Box 129, Lava Hot Springs, ID 83246-0129

ARTICLE X  
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.

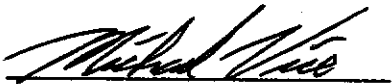
ARTICLE XI  
INCORPORATOR

The name and street address of the incorporator is Greater Lava Hot Springs Prosperity Foundation, 196 E Main St, Lava Hot Springs, ID 83246-0129. *Mike Vice*

ARTICLE XII  
BYLAWS

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

DATED this 14th day of July, 2010.



Michael Vice, Chairperson, Greater Lava Hot Springs Prosperity Foundation  
Name, Incorporator