

**ARTICLES OF INCORPORATION  
OF  
BOISE YOUTH STEM CLUB, INC.**

**2016 JUL 26 PM 2:31**

**SECRETARY OF STATE  
STATE OF IDAHO**

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

**ARTICLE I. NAME**

The name of the corporation is the **BOISE YOUTH STEM CLUB, INC.** (the "Corporation").

**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. INITIAL REGISTERED OFFICE AND AGENT**

The location of this Corporation is in the City of Boise, County of Ada, State of Idaho. The address of the initial registered office is 2178 E. Solitude Ct., Boise, Idaho 83712, and the name of the initial registered agent at this address is Victor Wong.

**ARTICLE V. PURPOSES**

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

- A. To benefit charitable, religious, educational, literary, and/or national, or international amateur sports competitions, prevention of cruelty to children and animals, and/or scientific endeavors by promoting the education of science, technology, engineering

and mathematics to youth through robotics and competitive opportunities designed to promote teamwork, leadership, advanced learning, and fellowship.

- B. To exercise all powers granted by law necessary and proper to carry out the above-stated purpose, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other thing of value.

## **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, nor intervene in 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 of 1986, as amended from time to time. At no time shall the Corporation be controlled directly or indirectly by one or more disqualified persons other than Corporation managers and other than one or more publicly supported organizations. The Corporation must act, or is prohibited from acting, as the case may be, so that the Corporation and any Corporation Managers or other disqualified persons with respect thereto, shall not be liable for any of the taxes imposed by sections 4941, 4942, 4943, 4944, and 4945 of the Internal Revenue Code of 1986. The Corporation must distribute its income for each taxable year as such time and in such manner as not to subject the Corporation to tax on undistributed income imposed under section 4942 of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. The Corporation is prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. The Corporation is prohibited from retaining any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. The Corporation is prohibited from making any investments in such a manner as to subject the Corporation to tax under section 4944 of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. The Corporation is prohibited from making any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

## **ARTICLE VII. NO MEMBERS**

The Corporation shall have no members.

## **ARTICLE VIII. BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than seven (7) individuals. The actual number of Directors shall be determined in the Bylaws of the Corporation. The initial Board of Directors is set forth below. Term length and protocols for appointment, resignation, and succession shall be determined in the Bylaws of the Corporation.

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

<u>NAME</u>	<u>ADDRESS</u>
Victor Wong	2178 E. Solitude Ct., Boise, Idaho 83712
Ryan Stratton	12735 N. Schick's Rd., Boise, ID 83714
John Rubocki	422 Summit Ridge Rd., Boise, ID 83702

## **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 the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, 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 such 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 street address of the incorporator is Ryan E. Stratton, 12735 N. Schick's Rd., Boise, Idaho 83714.

## ARTICLE XI. BYLAWS

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

DATED this 26 day of July, 2016.

  
Ryan E. Stratton

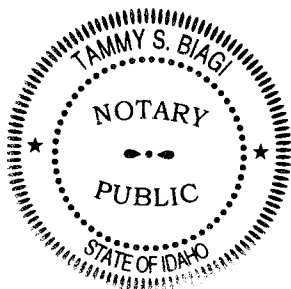
STATE OF IDAHO )


) ss

County of Ada )

On this 26<sup>th</sup> day of July, in the year 2016, before me, Tammy S. Biagi, a Notary Public in and for said State, personally appeared RYAN E. STRATTON, known or identified to me to be the incorporator of the BOISE YOUTH STEM CLUB, INC., that he signed the foregoing document as said incorporator of the corporation and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year this certificate first above written.





Notary Public for Idaho

Residing at: Meridian, ID

Commission Expires: 7/29/17

IDAHO SECRETARY OF STATE

07/26/2016 05:00

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