

ARTICLES OF INCORPORATION  
(NON PROFIT)2010 JUN 21 AM 11:02  
SECRETARY OF STATE  
IDAHO

The undersigned incorporator(s), (a) natural person(s) 18 years of age or older, in order to form a corporate entity under the provisions of Title 30, Chapter 3 of The Idaho Code, adopt(s) the following articles of incorporation.

ARTICLE I  
NAME / REGISTERED OFFICE

The name of this corporation shall be: The Iolanthe Foundation, Inc. The corporation's registered office is located at: 1090 Forsythia, Post Falls ID 83854.

The corporations mailing address shall be: PO Box 1568, Hayden ID 83835

ARTICLE II  
PURPOSE

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes as the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall provide relief for the poor, the distressed, or the underprivileged; advancement of religion; advancement of education or science; erecting or maintaining public buildings, monuments, or works; lessening the burdens of government; lessening neighborhood tensions; eliminating prejudice and discrimination; defending human and civil rights secured by law; and combating community deterioration and juvenile delinquency. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III  
LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or

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referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

3. Notwithstanding any other provision 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 now enacted or hereafter amended.

4. The corporation shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members], or guarantee to any person the payment of a loan by an officer or director of this corporation.

#### **ARTICLE IV DIRECTORS / MEMBERS**

The corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation.

#### **ARTICLE V DEBT OBLIGATIONS AND PERSONAL LIABILITY**

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

#### **ARTICLE VI DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, 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 VII BOARD OF DIRECTORS**

The initial board of directors shall consist of 3 directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the Board of Directors or until their successor(s) are elected and qualifies are:

Name: Julia Reinhart  
Address: 2283 W Lady Anne Way  
Post Falls ID 83854

Name: Teresa Lay  
Address: 1090 Forsythia  
Post Falls, ID 83854

Name: Mark Lay  
Address: 1090 Forsythia  
Post Falls, ID 83854

The number of persons to serve on the Board of Directors thereafter shall be fixed by the Bylaws.

## **ARTICLE VIII KNOWN PLACE OF BUSINESS**

2283 W Lady Anne Way  
Post Falls ID 83854

## **ARTICLE VIII REGISTERED AGENT**

The name and address of the registered agent of the Corporation is:

Teresa Lay  
1090 Forsythia  
Post Falls ID 83854

**ARTICLE IX  
INCORPORATORS**

The names and addresses of the incorporators are:

Julia Reinhart 2283 W Lady Anne Way, Post Falls ID 83854

All powers, duties, and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Idaho Secretary of State.

Executed this 17<sup>th</sup> day of June, 2010 by all  
incorporators.

Julia L Reinhart  
Signature

6-17-10  
Date

JULIA L REINHART  
Print Name