

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
of
MAGDALENE SINJU SAUER FOUNDATION, INC.**

2005 APR 21 AM 8:53
STATE OF IDAHO

**ARTICLE I
Name**

The name of this nonprofit corporation shall be:

MAGDALENE SINJU SAUER FOUNDATION, INC.

**ARTICLE II
Purposes**

This corporation is organized as a nonprofit corporation and shall be operated exclusively for scientific, educational, charitable, literary and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "IRC") or the corresponding provision of any future United States Internal Revenue law. The corporation is organized to assist victims of breast cancer, AIDS, tuberculosis and other medical maladies and diseases. More specifically, the corporation intends, among other things, to (1) provide funding for medicine, physical resources and support to victims of breast cancer, AIDS, tuberculosis, and other medical maladies and diseases (2) provide emotional and informational support to those individuals and their families, and (3) educate others and create awareness of the methods and procedures that are available to prevent, or minimize the impact of those diseases. The corporation intends to pursue said intentions by, among other things, providing funding for medicine and other medical treatments for victims, providing financial assistance for short term care options, and providing financial assistance for long term care options. Furthermore, the corporation is organized to receive and maintain a fund or funds of monies, real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, shall use and apply the whole or any part of the income therefrom and the principal thereof exclusively for scientific, educational, charitable, literary and religious purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the IRC and Regulations promulgated thereunder as they now exist or as they may hereafter be amended. Notwithstanding any other provisions of these Articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

**ARTICLE III
Organization**

This corporation is organized pursuant to the Idaho Nonprofit Corporation Code, as it may be amended from time to time.

IDAHO SECRETARY OF STATE
04/21/2005 05:00
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ARTICLE IV

Board of Directors

The Board of Directors shall consist of no fewer than three people. Their names and addresses are as follows:

Board of Directors

President	Magdalene S. Sauer	HC 63 Box 2136, Montevue, ID 83435
Vice President	David Sauer	HC 63 Box 2136, Montevue, ID 83435
Secretary	Peter Sinju	5954 W. Sugar Bowl Ln., West Valley City, UT 84120
Treasurer	Peter Sinju	5954 W. Sugar Bowl Ln., West Valley City, UT 84120
	George Sinju	3712 So. Golden Grain Cr. West Valley City, UT 84120
	Josephine Sinju	2947 So. Asplund Cr. West Valley City, UT 84119
	Stephanie Sinju	3712 So. Golden Grain Cr. West Valley City, UT 84120
	Yvonne Nkwentamo	3712 So. Golden Grain Cr. West Valley City, UT 84120
	Ivo Sinju	3712 So. Golden Grain Cr. West Valley City, UT 84120
	Michael Dedecker	100 West Lake Court Roseville, CA 95747

ARTICLE V

Powers

A. Powers in General. Subject to the pursuits and objectives declared in Article II and any other limitations herein expressed, this corporation shall have the power to do any and all things which a nonprofit corporation may do under the laws of the State of Idaho, including, but not restricted to, the following:

- (1) To receive, acquire, hold, manage, administer, and expend property and funds for general scientific, educational, charitable, literary and religious purposes, including the assistance to charitable institutions, associations and undertakings;
- (2) To take property and funds by will, gift, or otherwise, and with or without specifications of any scientific, educational, charitable, literary and religious purpose, or other purposes permitted under Section 501(c)(3) of the IRC, but in case no such purpose is specified, the property or funds so received shall, nevertheless, be held upon the trust that the same shall be used for said purposes.

The corporation shall not have the power to take or hold property or funds for any purpose other than a scientific, educational, charitable, literary and religious purpose, or other purposes permitted under Section 501(c)(3) of the IRC;

- (3) To hold, in its own name and right, real and personal property of every nature and description without limitation as to extent, character or amount, and with all the powers of control, management, investment, change, and disposal incident to the absolute ownership of property or funds by a private person, subject only to the terms of particular trusts and to the general trust that all its properties and funds shall be held for scientific, educational, charitable, literary and religious purposes;
- (4) To borrow money either upon or without security, giving such promissory notes or other evidences of indebtedness and such pledges, mortgages, or other instruments of hypothecation as it may be advised;
- (5) To appoint and pay officers and agents to conduct and administer the affairs of the corporation;
- (6) To adopt Bylaws prescribing the duties of the officers and agents of the corporation, the detail of the organization, the time and manner of its meetings, and any and all detail incident to its organization and the efficient conduct and management of its affairs;
- (7) To do any and all things which a natural person might do, necessary and desirable for the general purposes for which the corporation is organized;
- (8) To receive and use funds obtained from private donations, devises, bequests, and auctioning, among other things and from all lawful sources to be applied for general charitable and benevolent purposes in assisting to assist families of victims and in some cases, the victims themselves, who have suffered traumatic injuries;
- (9) No recital, expression or declaration of specific or special powers or purposes herein above enumerated shall be deemed exclusive, it being intended that this corporation shall have any and all other powers necessary or incidental to the accomplishment of its objects and purposes and each and all of the powers now conferred or that may hereafter be conferred by the laws of the State of Idaho on nonprofit corporations.

B. Powers Relating to Specific Objects and Purposes. This corporation shall have the powers necessary or incidental to the carrying on of its objects and purposes including, but not restricted to, the following: to discharge the intent and desires of its creators to support charitable causes, to provide physical resources and support to families that have suffered the loss of loved ones to traumatic accidents; to provide emotional and informational support to these families; and educate others and create awareness of the methods and procedures that are available; to

prevent, or minimize the impact of traumatic accidents; and to contribute generally to the public welfare through the alleviation of human suffering, by means of operating, as aforesaid, exclusively for scientific, educational, charitable, literary and/or religious purposes.

C. Restrictions. Notwithstanding any statement to the contrary in these Articles of Incorporation, the corporation shall not have the power to violate the following provisions, if applicable:

- (1) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the IRC or corresponding provisions of any subsequent Federal tax laws;
- (2) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the IRC or corresponding provisions of any subsequent Federal tax laws;
- (3) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the IRC or corresponding provisions of any subsequent Federal tax laws;
- (4) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the IRC or corresponding provisions of any subsequent Federal tax laws; and
- (5) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the IRC or corresponding provision of any subsequent Federal tax laws.

In addition to the above, no part of the net earnings of the corporation shall inure to the benefit of any trustee or officer of the corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes; and no trustee or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as permitted by Section 501 of the IRC or corresponding provisions or any subsequent Federal tax laws), and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. This corporation shall not carry on, otherwise than as an insubstantial part of its activities, activities which are not in furtherance of one or more of the aforementioned purposes for which the corporation is

organized.

Article VI
Registered Office and Registered Agent

The initial registered office of this corporation shall be at HC 63 Box 2136, Montevue, ID 83435. The name of the corporation's initial registered agent at the registered office of the corporation is Magdalene S. Sauer.

Article VII
Initial Principal Office

The mailing address of the initial principal office of the corporation in Idaho is HC 63 Box 2136, Montevue, ID 83435.

Article VIII
Incorporator

The name and address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Magdalene S. Sauer	HC 63 Box 2136, Montevue, ID 83435

Article IX
Limitations on Liability

Except to the extent required by the Idaho Nonprofit Corporation Code, no director shall have personal liability to the corporation for monetary damages for breach of duty of care or other duty as a director. No repeal or amendment of this Article IX, nor the adoption of any Article inconsistent with this Article shall eliminate or reduce retroactively the effect of this Article. If the Idaho Nonprofit Corporation Code is amended hereafter to provide for further limitations on director's liability, then such further limitations shall be incorporated herein by reference, without the necessity of amending these Articles of Incorporation in order to list them.

Article X
Bylaws

Provisions for the regulation and management of the internal affairs of the corporation shall be set forth in the Bylaws.

Article XI
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time in any manner which is

permissible under the laws of the state of Idaho; provided, however, that these Articles of Incorporation shall in no event be amended in any manner so as to change this corporation from nonprofit corporation to a corporation organized or operated for pecuniary profit; nor shall the Articles of Incorporation be amended so as to make the purposes of the corporation inconsistent with the purposes as specified in Article II herein.

Article XII Members

The corporation shall have voting members.

Article XIII Dissolution

This corporation is organized solely for nonprofit purposes. Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code, or shall be distributed to the Federal, 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 organization is then located, exclusively for such purposes.

Dated this 31 day of March, 2005.



Magdalene S. Sauer, Incorporator