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**ARTICLES OF INCORPORATION
OF
PONDEROSA CENTER, INC.**

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SECRETARY OF STATE
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 Ponderosa Center, 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 McCall, Valley County, State of Idaho. The address of the initial registered office is 301 East Lake Street, McCall, Idaho, 83638, and the name of the initial registered agent at this address is Michael Anderson.

Article V – Purposes.

The purposes for which the Corporation is organized are as follows:

- A. To build and develop a community gathering place for social, business, and cultural activities.
- B. To ensure that there is a range of cultural, civic, business and community functions that appeal to the broader interests of the local surrounding area of Valley County.
- C. To act as a magnet in attracting and recruiting professional and skilled employees to the area by providing activities for themselves and their families.
- D. To undertake charitable, literary, educational or scientific activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).
- E. 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.

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or

ARTICLES OF INCORPORATION – PONDEROSA CENTER, INC. – 1

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corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such section 501(c)(3).

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 of 1986, or corresponding section of any future federal tax code.

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. 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:

<u>Names</u>	<u>Addresses</u>
Michael Anderson	301 East Lake Street McCall, Idaho 83638
Michael Eck	2183 Eastside Drive McCall, Idaho 83638
Joan Edwards	127 Morgan Drive McCall, Idaho 83638

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 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 of 1986, or corresponding section of any future federal tax code, 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, or such court shall determine to be consistent with the purpose of the Corporation.

Article X- Incorporator.

The name and street address of the incorporator, Michael Eck at 2183 Eastside Dr McCall ID 83638

Article XI – Bylaws.

Provisions of 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 6th day of January, 2017.



Michael Eck, Incorporator