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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF YELLOW RIBBON CAMPAIGN OF IDAHO INCORPORATED**

SECRETARY OF STATE  
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS:

That to effect organization of a nonprofit corporation organized under Title 30, Chapter 3, Idaho Code (Idaho Nonprofit Corporation Act), the undersigned incorporators heretofore (and on April 7, 2008) filed with the Idaho Secretary of State their original Articles of Incorporation. Further, that it has now been determined, on advice of counsel, that certain changes and additions should be made to the Articles of Incorporation to support the application of the corporation for tax exempt status, wherefore the following are hereby declared the Amended and Restated Articles of Incorporation of Yellow Ribbon Campaign of Idaho Incorporated (hereinafter "the Corporation").

**I.**

The name of the Corporation is "Yellow Ribbon Campaign of Idaho Incorporated"

**II.**

The Corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) or §501(c)(19) of the Internal Revenue Code of 1986, or corresponding sections of any future federal tax code. The Corporation shall be a nonprofit corporation, and its principal function shall be to recognize and honor each military service person from the State of Idaho serving in Iraq or Afghanistan; and provide financial assistance (to the extent of funds available) and moral support to the same; and to engage in all activities reasonably related thereto.

**III.**

The powers of the Corporation shall be co-extensive with those provided for in Idaho Code §§30-3-24 and 30-3-25 being sections of the Idaho Nonprofit Corporation Act. Provided, further, and notwithstanding anything therein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of the organization set forth in that portion of §501(c) of the Internal Revenue Code of 1986, under which the Corporation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time.

**IV.**

The duration of the Corporation shall be perpetual.

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**V.**

The street address of the Corporation's registered office in the State of Idaho is: 8222 West Buckskin Road, Pocatello, Idaho. The name of the Corporation's registered agent at such street address is John P. Rogers.

**VI.**

The number of directors constituting the board of directors of the Corporation is three (3). The names and addresses of the persons who shall serve as initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
John P. Rogers	8222 West Buckskin Road Pocatello, ID 83201
Joyce B. Rogers	8222 West Buckskin Road Pocatello, ID 83201
Melissa J. Hartman	4421 Mountain Park Road Chubbuck, ID 83202

Pursuant to Idaho Code §30-3-65(2), increase in the number of directors beyond the number provided in this Paragraph shall be by amendment to the By-Laws of the Corporation.

**VII.**

Pursuant to Idaho Code §30-3-34 through 30-3-36, the Corporation shall have members (in lieu of shareholders), evidenced by membership certificates. The Corporation membership shall consist of those persons identified as such on membership records to be maintained under the supervision of the Board of Directors in accordance with By-Laws adopted by the Corporation, not inconsistent with law or with these Articles of Incorporation. The voting power and the property rights or interest of each member of the Corporation are equal. New members may be admitted upon affirmative majority vote of the Board of Directors, and such new members shall be entitled to vote and to maintain an interest in the property of the association with the old members as hereinabove provided. However, nothing herein contained shall be construed to alter the provisions of Articles IX and X hereof relating to distribution or division of the property of the Corporation upon dissolution. The composition of members of the Corporation shall be consistent with the requirements of §501(c)(19) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code; all as more particularly provided in the By-Laws of the Corporation.

## **VIII.**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, or individuals, 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 II 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, 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 (a) by a corporation exempt from federal income tax under §501(c)(3) or §501(c)(19) of the Internal Revenue Code of 1986, or corresponding sections of any future federal tax code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

## **IX.**

Upon dissolution of the Corporation, and after payment (or provision for payment) of all liabilities of the Corporation, the assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) or §501(c)(19) of the Internal Revenue Code of 1986, or 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 the District Court 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.

## **X.**

The Corporation shall issue certificates of membership, and shall not engage in business for profit, but shall be supported by grants, gifts, bequests, benefits and contributions. Membership in the Corporation shall be governed and controlled as provided in the By-Laws of the Corporation.

## **XI.**

No part of the earnings, income, or receipts of the Corporation shall ever inure to the benefit of or be distributed to: (a) any individual member, or members of the Corporation; (b) any officer or director of the Corporation; or (c) any other person; except as provided in Article VIII hereof.

## **XII.**

Regulation and management of the internal affairs of the Corporation shall be as provided by the By-Laws of the Corporation, which By-Laws, not inconsistent with law or with these Articles of Incorporation, shall be adopted by the Board of Directors pursuant to Idaho Code §30-3-21.

## **XIII.**

The By-Laws of the Corporation may be altered, amended, or repealed by the Board of Directors at any regular meeting of the directors of the Corporation or at any special meeting of the directors thereof, called for that purpose, in the manner provided in Idaho Code §30-3-97, by the affirmative vote of a majority of the directors present in person or by proxy, at such meeting; provided that a quorum as specified in the By-Laws of the Corporation or the laws of the State of Idaho be present. No amendment shall be put to vote, unless written notice shall have been mailed to each director of the Corporation not less than 10, or more than 50, days previous to the meeting at which the amendment is to be voted on, said notice to state the proposed amendment.

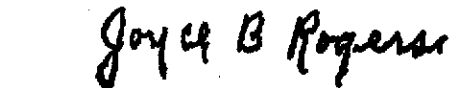
## **XIV.**

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
John P. Rogers	8222 West Buckskin Road Pocatello, ID 83201
Joyce B. Rogers	8222 West Buckskin Road Pocatello, ID 83201
Melissa J. Hartman	4421 Mountain Park Road Chubbuck, ID 83202

DATED this 17<sup>th</sup> day of February, 2009.

  
\_\_\_\_\_  
John P. Rogers, Incorporator

  
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Joyce B. Rogers, Incorporator

  
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Melissa J. Hartman, Incorporator