

FILED EFFECTIVE

12 MAY 16 PM 4:14

ARTICLES OF INCORPORATION

SECRETARY OF STATE
STATE OF IDAHO

OF

SKYVIEW ALUMNI & FRIENDS, INC.

Pursuant to the provisions of Title 30, Chapter III, Idaho Code, the Idaho Nonprofit Corporation Act (the "Act"), the undersigned acting as incorporator of a nonprofit corporation, in order to form a nonprofit corporation for the purposes hereinafter stated do hereby certifies as follows:

ARTICLE I.

Name

The name of the corporation is: Skyview Alumni & Friends, Inc.

ARTICLE II.

Duration.

The period of existence and duration of the corporation shall be perpetual.

ARTICLE III.

Nonprofit.

The corporation is a nonprofit corporation.

ARTICLE IV.

Corporate Purposes.

The purposes for which this corporation is formed are:

IDAHO SECRETARY OF STATE
05/16/2012 05:00
CK: 996641 CT: 172099 BH: 1324473
1 0 30.00 = 30.00 INC NONP # 2

C194743

A. To promote the traditions, culture, historical development, general welfare and best interest of Skyview High School through the continued development, promotion and support of Skyview High School in Nampa, Idaho.

B. To encourage the high educational, cultural, and social purposes of Skyview High School by the administration of funds, which may be collected or deposited for the benefit of said institution.

C. To receive and maintain a fund or funds of real or personal property, or both, and, *subject to the restrictions and limitations hereinafter set forth*, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for educational purposes herein set forth either directly or by contributing to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and *its regulations as they now exist or as they may hereinafter be amended*.

D. To provide financial or other support for students, faculty, staff, teams, clubs, projects, events or facilities of Skyview High School.

E. To create and maintain a communication network that will promote awareness and involvement of students, past and present, and friends and supporters of Skyview High School in any activities, projects, campaigns or events sponsored, promoted or supported by the corporation.

F. To transact all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act and the Idaho Business Corporation Act to the extent those provisions are not inconsistent with the provisions of the Idaho Nonprofit Corporation Act.

G. To be duly educational and charitable in its purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time,

including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

H. To exercise all powers granted by law necessary and proper to carry out the above stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing 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 therefore, may not at that time lawfully carry on or do.

ARTICLE V.

Corporate Powers.

In order to carry out such purpose, the corporation shall have the following powers:

A. To incur indebtedness and in connection therewith to issue bonds, debentures, notes or other evidences of indebtedness and to secure the same in any manner whatsoever;

B. To exercise any and all powers which exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 of the United States (or the corresponding provisions of any future United States Internal Revenue Law) and corporations organized under Title 30, Chapter 3, of the laws of Idaho now or hereafter in existence;

C. To take and hold, directly or indirectly, by bequest, devise, gift, purchase or lease, either absolutely or in trust for any of its purposes, any real or personal property;

D. To sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as in the judgment of the directors, will best promote the purpose of the corporation and Skyview High School without limitation, except such limitations, if any, as may be contained in the instrument under which

such property is received, these Articles of Incorporation, the by-laws of the corporation, or any laws applicable thereto;

E. To do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof but not for the pecuniary profit or financial gain of its directors or officers.

ARTICLE VI.

Limitations.

Notwithstanding any other provisions of these Articles or the Bylaws:

A. No part of the net earnings of this corporation shall inure to the benefit of, nor be distributable to, any trustee, officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation.

B. The corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (a) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code, or (b) as a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

C. This corporation shall be duly charitable and educational and its purposes shall be conducted and the corporation shall be operated, supervised and controlled for the specific purposes of making programs, services, and facilities available to and for public education, without regard to race, creed, color, religion, sex or national origin.

D. All income of the corporation for each taxable year (for federal income tax purposes) shall be distributed at such time and in such manner so as not to subject the corporation to federal tax under Section 4942 of the Internal Revenue Code of 1986, as amended.

E. The corporation created hereby shall not engage in any act of self-dealing (as defined in Section 4841(d) of the Internal Revenue Code of 1986, as amended); retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended; make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1986, as amended; or make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

ARTICLE VII.

Registered Office and Registered Agent.

The street address of the initial registered office of the corporation is 1303 E Greenhurst Rd, Nampa, ID, 83686, and the name of its initial registered agent is Cally Younger.

ARTICLE VIII.

Membership.

A. Membership in the corporation shall be open to all past and present students of Skyview High School, as well as all friends and supporters of Skyview High School.

B. The Board of Directors of the corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation.

ARTICLE IX.

Board of Directors.

A. The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than (3) nor more than nine (9) individuals. The number of Directors shall be fixed by the Bylaws of the Corporation. Other than the directors

constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors 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>Name</u> | <u>Address</u> |
|--------------------|--|
| Janet Lunt | 12288 Whitecapel Way, Nampa, ID 83686 |
| Lynn J. Borud | 318 N. Midland Ct., Nampa, ID 83651 |
| Jeff Treinen | 12455 Landau Way, Nampa, ID 83686 |
| Derek Sanders | 2320 Sunnybrook Drive, Apt. 301, Nampa, ID 83686 |
| Cally Younger | 1920 E. Lost River Ave., Nampa, ID 83686 |

B. The corporation shall indemnify any director, officer, or former director or officer of the corporation against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he/she is made a party by reason of being of having been a director or officer, except in relation to matters as to which he/she is adjudged in such action suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation; and to make any other indemnification that is authorized by the Bylaws.

ARTICLE X.

Officers

The officers of this corporation shall be a President, a Secretary and a Treasurer, and such subordinate officers as may be elected by the Board of Directors.

ARTICLE XI.

Funds and Properties

All funds and properties received by this corporation shall be used in the first instance, or shall be invested and the income therefrom used, after payment of necessary expenses, for the

exclusive objects and purposes set forth in these Articles of Incorporation as deemed advisable by the Board of Directors.

ARTICLE XII.

Amendment of Articles and Bylaws.

These Articles of Incorporation may be altered, amended or replaced by the Board of Directors at any regular or special meeting, as provided for in the bylaws of the corporation. The Bylaws of the corporation may be amended at any meeting of the Board of Directors of the corporation, as provided in the Bylaws.

ARTICLE XIII.

Dissolution.

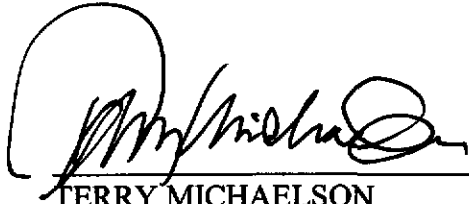
Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all of the assets of the corporation consistent with the purposes of the corporation, to Nampa School District #131, or to such other organization 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 XIV.

Incorporator.

The name and address of the Incorporator of the corporation is Terry Michaelson of 1303
12th Avenue Road, Nampa, ID 83686.

DATED this 16th day of May, 2012.



TERRY MICHAELSON
Incorporator