

FILED EFFECTIVE

2017 JUN -9 PM 12: 07

**ARTICLES OF INCORPORATION
OF
MAGIC VALLEY GRIZ, INC.**

**SECRETARY OF STATE
STATE OF IDAHO**

In compliance with the requirements of the laws of the State of Idaho relating to non-profit corporations and acts amendatory and supplemental thereto, including particularly Section 30-3-100 et seq. of the Idaho Code, the undersigned natural persons, each of whom are of legal age and citizenship of the United States, in order to form a non-profit corporation for the purposes herein after stated, do hereby as incorporators, adopt the following Articles of Incorporation, and certify:

**ARTICLE I
NAME**

The name of this Corporation is MAGIC VALLEY GRIZ, INC. hereinafter called the "Corporation."

**ARTICLE II
NOT FOR PROFIT**

The Corporation is a non-profit corporation under the laws of the State of Idaho. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation shall be distributed to or for the benefit of its directors or officers, except to the extent permissible under law.

The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any member or any individual or any private corporation for profit. Nor shall any of the property, assets or earnings of the Corporation be used for other than charitable, scientific and educational purposes. Nor shall any of the property, assets or earnings of the Corporation be used for propaganda or lobbying.

This Corporation is instituted for purely charitable purposes and for the accomplishment of the ends set forth above. It is not organized for profit and shall have no authority to issue capital stock.

Notwithstanding any other provision of these articles, if at any time or times the Corporation shall be a "private foundation" as defined in Section 509 of the Internal Revenue Code of 1986 and any amendments thereto (hereinafter the "Code"), then during such time or times the Corporation shall be subject to the following additional restrictions:

- (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code;
- (b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- (c) The Corporation shall not retain any excess business holdings as ordered in Section 4943(c) of the Code;

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ARTICLE VII COMPENSATION OF DIRECTORS AND OFFICERS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and 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 carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

ARTICLE VIII NO MEMBERS

The Corporation is organized without members, voting or nonvoting, pursuant to Idaho Code Section 30-3-36.

ARTICLE IX DIRECTORS

The affairs of the Corporation shall be managed by a board of directors of at least three (3) directors. The initial directors shall be Jeffrey W. McMurdie, Amy G. McMurdie, and Miranda Austin. The board of directors may remove a director or an officer by a two-thirds (2/3) majority vote of the remaining directors when, in their judgment, the best interests of the Corporation would be served thereby. Directors shall serve until they are removed or they resign. Vacancies during shall be filled by appointment by a majority of the remaining directors.

ARTICLE X DISSOLUTION

A resolution to dissolve the Corporation shall be submitted to the directors and shall require the affirmative vote of a majority of the board of directors.

Upon the termination, dissolution, or final liquidation of the Corporation in any manner and for any reason, the board of directors shall first pay or provide for, payment of all liabilities of the Corporation; all remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code (or the corresponding section of any future federal tax code) or shall be distributed to the federal government, or the state or local government, for a public purpose.

ARTICLE XI
INCORPORATOR

The name and post office address of the incorporators are:

<u>Name</u>	<u>Address</u>
Jeffrey W. McMurdie	3344 E. 4050 N. Twin Falls, ID 83301
Amy G. McMurdie	3344 E. 4050 N. Twin Falls, ID 83301
Miranda Austin	2501 Twin View Ln. Twin Falls, ID 83301

ARTICLE XII
REGISTERED AGENT

Jeffrey W. McMurdie, whose address is 3344 E. 4050 N., Twin Falls, Idaho 83301, is hereby appointed the initial Registered Agent of the Corporation.

ARTICLE XIII
DIRECTORS

The names and address of the initial directors are:

Jeffrey W. McMurdie	3344 E. 4050 N. Twin Falls, ID 83301
Amy G. McMurdie	3344 E. 4050 N. Twin Falls, ID 83301
Miranda Austin	2501 Twin View Ln. Twin Falls, ID 83301

ARTICLE XIV
LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors or officers, but the Corporation shall be authorized and empowered to pay reasonable compensation to its directors and officers for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V (Purposes) hereof.

ARTICLE XV OFFICERS

The officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer and such other officers and assistant officers as may be provided in the By-Laws. Each Officer shall be elected by the board of directors, and may be removed by the board of directors, at such time and in such manner as may be prescribed by the By-Laws.

ARTICLE XVI AMENDMENT

The Corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the directors and officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Idaho, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to Idaho law.

Amendments to these Articles shall require the assent of two-thirds (2/3) of the directors of the Corporation at any meeting called specifically for that purpose.

ARTICLE XVII INDEMNIFICATION

The Corporation shall indemnify each officer and director including former officers and directors to the full extent permitted by the laws of the State of Idaho.

ARTICLE XVIII BY-LAWS

The By-Laws of the Corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded solely by the board of directors.

IN WITNESS WHEREOF the undersigned have signed the Articles of Incorporation on this 8th day of June, 2017.

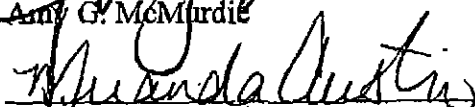
INCORPORATORS:



Jeffrey W. McMurdie



Amy G. McMurdie

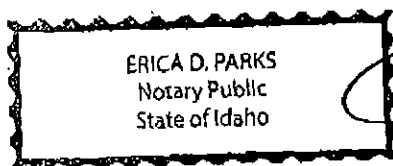


Miranda Austin

STATE OF IDAHO)
) ss.
 County of Twin Falls)

On this 9 day of June, 2017, before me, the undersigned, a notary public in and for said county and state, personally appeared Jeffrey W. McMurdie, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

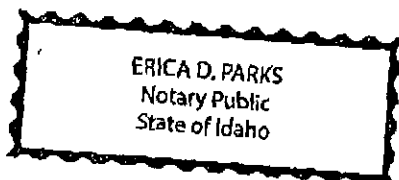


Erica D. Parks
 NOTARY PUBLIC FOR IDAHO
 Residing at: Twin Falls County
 My Commission Expires: May 26, 2023

STATE OF IDAHO)
) ss.
 County of Twin Falls)

On this 8 day of June, 2017, before me, the undersigned, a notary public in and for said county and state, personally appeared Amy G. McMurdie, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

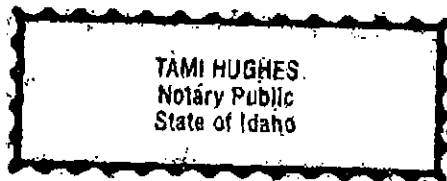


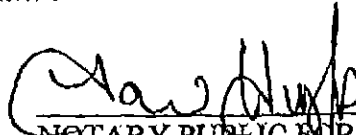
Erica D. Parks
 NOTARY PUBLIC FOR IDAHO
 Residing at: Twin Falls County
 My Commission Expires: May 26, 2023

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 8th day of June, 2017, before me, the undersigned, a notary public in and for said county and state, personally appeared Miranda Austin, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.




NOTARY PUBLIC FOR IDAHO
Residing at: Twin Falls Co.
My Commission Expires: 6/3/20

IDAHO SECRETARY OF STATE

06/09/2017 05:00

CK:13577982 CT:172099 BH:1588124

1@ 30.00 = 30.00 INC NONP #2

1@ 20.00 = 20.00 EXPEDITE C #3