

ARTICLES OF AMENDMENT (NON-PROFIT)

For Office Use Only

INLAND EMPIRE SOCIETY OF AMERICAN FORESTERS, II -FILED-

File #: 0005452696

Date Filed: 10/26/2023 10:33:00 AM

The Inland Empire Society of American Foresters, Inc., a corporation organized and existing under and by virtue of the provisions of the Idaho Nonprofit Corporation Act (the "Act"), does hereby certify as follows:

1. The name of this corporation is: Inland Empire Society of American Foresters, Inc. (the "Corporation").
2. The text of each article being amended is attached hereto as Exhibit A.
3. The date of adoption of the amendments was: July 26, 2023.
4. Manner of Adoption:

The amendment consists of matters other than those described in section 30-30-705, Idaho Code, and was, therefore, adopted by the members.

- a. The number of members entitled to vote was: 1
- b. The number of members that voted for each amendment was: 1
- c. The number of members that voted against each amendment was: 0

IN WITNESS WHEREOF, these Articles of Amendment have been executed by a duly authorized officer of the Corporation on this 20th day of September, 2023.

**INLAND EMPIRE SOCIETY OF AMERICAN
FORESTERS, INC.**

By: 

Name: Andrew Saralecos

Title: Chair

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EXHIBIT A

ARTICLES OF AMENDMENT OF THE INLAND EMPIRE SOCIETY OF AMERICAN FORESTERS, INC.

The Inland Empire Society of American Foresters, Inc. (the "Corporation") hereby amends its Articles of Incorporation originally filed on June 29, 2023, with the text of every amendment adopted by the Corporation set forth below as follows:

ARTICLE 4 VOTING MEMBERS

1. The Corporation **has** voting members.
2. The Corporation shall have one member within the meaning of Section 30-30-103 of the Idaho Nonprofit Corporation Act (the "Act"). As of the date of filing of these Articles of Incorporation, the sole member of the Corporation shall be the Society of American Foresters (National), a District of Columbia nonprofit corporation (the "Corporate Member" or "SAF"). The Corporate Member shall have those rights and powers specified in these Articles of Incorporation and the Bylaws.
3. The Corporation will refer to persons other than the Corporate Member as members of the Corporation. Notwithstanding the Corporation's references to these other persons as members, they shall not be considered "members" for the purposes of the Act and only the Corporate Member shall be a "member" within the meaning of Section 30-30-103 of the Act and other provisions of the Act.

ARTICLE 5 ASSET DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, transfer any remaining assets to SAF, as long as SAF is active and in good standing as a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). If SAF is not active and in good standing, or declines the assets of the Corporation, then the Board of Directors shall dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific, or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine.

ARTICLE 6
IRS DESIGNATION

1. Does this nonprofit corporation intend to file as a 501(c)(3) with the IRS?

☒ **YES** ☐ **NO**

2. 501(c)(3) purpose for which the Corporation is organized:

The purposes of the Corporation shall be to advance sustainable management of forest resources through science, education, and technology, promoting professional excellence while ensuring the continued health, integrity, and use of forests to benefit society in perpetuity.

The Corporation is a charitable organization and shall be operated exclusively for such purposes and shall exercise those powers consistent therewith granted to non-profit corporations by the laws of Idaho, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3) and 170(c)(2) of the Code or the corresponding provisions of any future United States Internal Revenue Code.

3. Prohibited Activities:

Notwithstanding any other provisions of these articles, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 these Articles of Incorporation. 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 or in opposition to any candidate for political 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 Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.