

**ARTICLES OF INCORPORATION  
OF  
SOCIETY FOR EVIDENCE-BASED GENDER MEDICINE  
An Idaho Nonprofit Corporation**

*For Office Use Only*  
**-FILED-**  
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**ARTICLE I**

The name of this nonprofit corporation is Society for Evidence-Based Gender Medicine Corp (the “Corporation”).

**ARTICLE II**

The Corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future federal tax code (the “Code”), and for any other purposes allowed under Section 501(c)(3), and shall, to the extent consistent with the foregoing purposes, engage in the following activities:

1. Educate the public, professional societies, institutions, and other entities by developing and publishing information about evidence-based gender medicine;
2. Engage in scientific research and development of evidence-based gender medicine;
3. Organize conferences related to evidence-based gender medicine;
4. Provide technical assistance in the form of white papers, study evaluations, and other materials to various entities and persons;
5. Organize, promote, and engage in charitable, scientific, and educational services and partnerships with various nonprofit organizations;
6. Solicit gifts and donations from private individuals, businesses, scientific institutions, religious institutions, foundations, and governmental entities in support of one or more of the purposes or activities of the Corporation;
7. To hold property of any nature in trust for itself or for the carrying out of any purposes incidental to its powers; and
8. To engage in any other lawful business activity whatsoever that may hereafter from time to time be authorized by the Board of Directors, which may be conducted in any state, territory, district, or possession of the United States, or in any foreign country; provided, however, that the purposes for which the Corporation is formed shall at all times comply with Section 501(c)(3) of the Code.

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**ARTICLE III**

The address of the initial registered office of the Corporation is 921 South Orchard St., Suite G, Boise, Idaho 83705, and the name of its initial registered agent at such address is Synergy Corporate Services, LLC.

**ARTICLE IV**

The Corporation shall be governed by the Board of Directors, in accordance with these Articles, the Corporation's bylaws, and the Act, as the same exists or may hereafter be amended. The names and addresses of the Corporation's initial directors are: Dr. Julia Mason, 148 Blue Lakes Blvd North #361, Twin Falls, Idaho 83301, Dr. William Malone, 148 Blue Lakes Blvd North #361, Twin Falls, Idaho 83301, and Marcus Evans, 148 Blue Lakes Blvd North #361, Twin Falls, Idaho 83301. All directors of the Corporation other than the initial directors will be elected at the time, in the manner, and for the terms to be set forth in the Corporation's bylaws.

**ARTICLE V**

The name and address of the incorporator is: Dr. William Malone, 148 Blue Lakes Blvd North #361, Twin Falls, Idaho 83301.

**ARTICLE VI**

The mailing address for the Corporation shall be: 148 Blue Lakes Blvd North #361, Twin Falls, Idaho 83301.

**ARTICLE VII**

The Corporation does not have voting members.

**ARTICLE VIII**

Upon the dissolution of the Corporation, all of its assets remaining after payment of creditors shall be distributed to an organization or organizations selected by the Board of Directors, provided that such organization or organizations are qualified as exempt from taxation under the provisions of Sections 501(a) and 501(c)(3) of the Code.

**ARTICLE IX**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 Article II hereof.

No substantial part of the activities of this Corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate, or intervene, directly or indirectly (including the publication or distribution of statements), in any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any 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 (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code or corresponding section of any future federal tax code.

#### **ARTICLE X**

The Corporation shall have the power to take any lawful action necessary, appropriate, or desirable to carry out its purposes consistent with the Idaho Nonprofit Corporation Act, Chapter 30 (the "Act") and Sections 501(c)(3) and 170(c)(2) of the Code.

#### **ARTICLE XI**

The effective date of the Corporation's existence is the date of filing of these Articles by the Idaho Secretary of State.

#### **ARTICLE XII**

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on directors are subject to this reserved power.

#### **ARTICLE XIII**

The Corporation shall indemnify each of its directors and uncompensated officers to the fullest extent permissible under the Act, as the same exists or may hereafter be amended, against all expense, liability, and loss (including, without limitation, attorney fees) incurred or suffered by such persons by reason of or arising from the fact that such persons are or were directors or officers of the Corporation, or are or were serving at the request of the Corporation as directors, officers, partners, trustees, employees, or agents of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, and such indemnification shall continue as to a person who has ceased to be a director, officer, partner, trustee, employee, or agent and shall inure to the benefit of his or her heirs, executors, and administrators. The Corporation may, by action of the Board of Directors, provide indemnification to employees and agents of the Corporation who are not directors or uncompensated officers with the same scope and effect as the indemnification provided in this Article XIII to directors and uncompensated officers. The indemnification provided in this Article XIII shall not be exclusive of any other rights to which a person may be entitled under any statute, bylaw, agreement, resolution, or otherwise.

#### **ARTICLE XIV**

To the fullest extent permitted under the Act, as it now exists or may hereafter be amended, a director or uncompensated officer of the Corporation shall not be liable to the Corporation for monetary damages for conduct as a director or uncompensated officer. No repeal of or amendment to this Article XIV shall adversely affect any right or protection of a director or uncompensated officer of the Corporation existing at the time of such repeal or amendment.

I, the undersigned incorporator, declare under penalties of perjury that I have examined the foregoing, and to the best of my knowledge and belief, these Articles of Incorporation are true, correct, and complete.

DATED: January 23, 2020.

  
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Dr. William Malone