

ARTICLES OF INCORPORATION OF OUR LADY OF THE SNOWS FOUNDATION

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The undersigned, acting as the incorporators of an Idaho nonprofit corporation, are filing the following Articles of Incorporation ("Articles") for the corporation (the "Corporation").

- I. The name of the Corporation is Our Lady of the Snows Foundation Inc.
- II. The Corporation is a nonprofit corporation organized and operating under the Idaho Nonprofit Corporation Act, Idaho Code section 30-30-101, et seq. (the "Act"). All references to a code section include a reference to any amendment or successor legislation.
- III. The Corporation is a 501(c)(3) independent of Our Lady of the Snows Catholic Church in Sun Valley, Idaho, and the Diocese of Boise, in Boise, Idaho. It is organized to qualify as a tax-exempt organization pursuant to the requirements of Internal Revenue Code ("IRC") section 501(c)(3). The Corporation shall have all of the powers granted nonprofit corporations under the Act and laws of the State of Idaho. However, notwithstanding anything in these Articles to the contrary, the Corporation shall exercise only those powers that further the tax-exempt purposes of organization as set out in IRC section 501(c)(3). The Foundation is governed by a Board of Directors, and its structure allows for independent operating and investment decision-making as well as the protection of assets.
- IV. The corporation shall not have members or establish criteria to become members as that term is used in the Act.
- V. The primary purpose of the Corporation shall be dedicated to community development of Our Lady of the Snows religious, philanthropic, and charitable missions consistent with the requirements of the IRC and Treasury Regulations.
- VI. The management of the Corporation and of its affairs shall be vested in a Board of Directors (the "Board") consisting of no fewer than three (3) members as required by the Act. The number, qualifications, terms of office, manner of election, and powers and duties of the directors shall be fixed and may be altered from time to time, as to be provided for in the Corporation's Bylaws. The incorporators shall act in the capacity of Directors of this Corporation, until the election of an initial Board.
- VII. The mailing address of the Corporation is: Our Lady of the Snows Foundation Inc., PO Box 1650 Sun Valley, ID 83353.
- VIII. The names and mailing addresses of the incorporators are:

Kevin Embree	PO Box 2874, Ketchum, ID 83340
James E. "Jed" Gray	PO Box 326, Sun Valley, ID 83353
Bill Griffin	PO Box 9000, Ketchum, ID 83340
Claire Goodyear	PO Box 1415, Sun Valley, ID 83353
Betsy Reniers	PO Box 6559, Ketchum Idaho 83340
Cara Yuras	PO Box 1649, Sun Valley, ID 83353

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IX. The name, physical and mailing addresses of the initial registered agent is Heidi Marcus, 206 Sun Valley Road, Sun Valley, Idaho 83353, PO Box 1650, Sun Valley, Idaho 83353

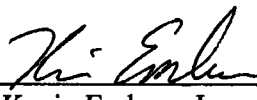
X. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to the Corporation's directors, officers, volunteers or other private persons that work for the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, 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 public office. Notwithstanding any other provision 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 IRC section 501(c)(3), or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under IRC section 170(c)(2).

XI. In the event of the dissolution or other termination of the Corporation, the balance of all money and other assets and property held or received by the Corporation from any source, after the payment of its debts and obligations, shall be distributed for one or more exempt purposes within the meaning of IRC section 501(c)(3), most likely Our Lady of Snows, Roman Catholic Church in Sun Valley, Idaho, 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 a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

CERTIFICATE OF ADOPTION

RESOLVED, the incorporators of Our Lady of the Snows Foundation Inc., an Idaho nonprofit corporation, unanimously ratified and approved and adopted these Articles effective 10/5, 2020.

OUR LADY OF THE SNOWS FOUNDATION INC.

By: 
Kevin Embree, Incorporator
PO Box 2874, Ketchum, ID 83340