ARTICLES OF INCORPORATION OF IDAHO ISRAEL ALLIANCE, INC.

For Office Use Only

-FILED-

File #: 0005655463

The undersigned, acting as the incorporator of a nonprofit corporation Date Filed: 3/1/2024 3:04:00 PM organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 30, Title 30, Idaho Code (the "Act"), adopts the following Articles of Incorporation (the "Articles").

Article 1 NAME OF THE CORPORATION

The name of the Corporation is Idaho Israel Alliance, Inc.

Article 2 STATUS

The Corporation is a nonprofit corporation.

Article 3 DURATION

The period of duration of the Corporation is perpetual.

Article 4 REGISTERED OFFICE AND AGENT

The location of the Corporation is in Ada County, Idaho. The initial registered address is 1116 N. 15th Street, Boise, Idaho 83702. The initial registered agent is Dan J. Berger with an address of 1116 N. 15th Street, Boise, Idaho 83702.

Article 5 PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

- a. The Corporation is organized exclusively for charitable, educational, and/or scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, including for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code.
- b. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things 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 therefor, may not at that time lawfully carry on or do.

Article 6 LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 described in Section 501(c)(3) and as set forth in Article 5 hereof. No substantial part of the activities of the Corporation shall be for 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 any candidate for public 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 Internal Revenue Code, or the corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

Article 7 **MEMBERS**

The Corporation may have members, as provided in the Bylaws of the Corporation and determined by the Board of Directors.

Article 8 **BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which number shall be no less than three. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The initial Board of Directors shall be:

<u>NAME</u>	<u>ADDRESS</u>
Dan J. Berger	1116 N. 15th Street Boise, ID 83702
Janet Lawrence	1116 N. 15th Street Boise, ID 83702
Whitney DeHaven	1116 N. 15th Street Boise ID 83702

Article 9 DISTRIBUTION ON 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 the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as similarly purposed exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, in such manner as the Board of Directors shall determine, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 the purposes of the Corporation or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

Article 10 INCORPORATOR

The name and street address of the incorporator is Dan J. Berger, 1116 N. 15th Street, Boise, Idaho 83702.

Article 11 BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 24 day of February, 2024.

Dan J. Burger

Incorporator