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**-FILED-**

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**ARTICLES OF INCORPORATION  
OF  
54 FOUNDATION, INC.**

The undersigned, in order to form a nonprofit corporation under the provisions of Idaho Nonprofit Corporation Act, Chapter 30, Title 30, Idaho Code, submits the following articles of incorporation to the Idaho Secretary of State.

**ARTICLE I.**

**NAME OF CORPORATION, OFFICE**

- 1.1 **Corporate Name.** The name of the corporation shall be 54 FOUNDATION, INC. ("Corporation").
- 1.2 **Corporate Office.** The initial office of the Corporation shall be located at 1450 Northwest Boulevard, Suite 200, Coeur d'Alene, Idaho 83814.

**ARTICLE II.**

**PURPOSE AND POWERS OF CORPORATION**

- 2.1 **Purpose.** The Corporation is formed for the specific purpose of operating a 54-hole golf marathon to raise money for local charities. The intent of the Incorporator is to create a tax exempt entity under the authority of Section 501(c)(3) of the Internal Revenue Code. The Corporation shall limit its substantial activities to the furtherance of its exempt purposes.
- 2.2 **General Authority.** The Corporation shall have and shall exercise all rights and powers necessary and convenient to carry out its purpose including those general powers set forth in the Idaho Nonprofit Corporation Act.
- 2.3 **Dedication of Assets.** The assets of the Corporation are expressly dedicated to the exempt purposes of a 501(c)(3) organization.
- 2.4 **Bylaws.** The Corporation shall adopt and maintain Bylaws.

**ARTICLE III.**  
**INITIAL DIRECTORS**

The initial Directors shall be:

Dustin Ainsworth, 2925 N. Country Lane, Coeur d'Alene, Idaho 83814, who shall serve a one-year term.

Chris Vincent, 9996 N. Maple Street, Hayden, Idaho 83835, who shall serve a one-year term.

Tim Skelton, 818 E. Lakeside Avenue, Coeur d'Alene, Idaho 83814, who shall serve a one-year term.

**ARTICLE IV.**  
**INITIAL REGISTERED AGENT**

The initial registered agent shall be Peter J. Smith, whose address (registered office) is Smith + Malek PLLC, 601 E. Front Avenue, Suite 304, Coeur d'Alene, Idaho 83814.

**ARTICLE V.**  
**INCORPORATOR**

The incorporator is Peter J. Smith whose address is Smith + Malek PLLC, 601 E. Front Avenue, Suite 304, Coeur d'Alene, Idaho 83814.

**ARTICLE VI.**  
**NON-MEMBERSHIP CORPORATION**

The Corporation shall not have members. The Corporation shall be governed by its Board of Directors.

**ARTICLE VII.**  
**DISSOLUTION AND DISTRIBUTION OF ASSETS UPON DISSOLUTION**

- 6.1 **Requirements for Dissolution.** The Corporation may be dissolved upon the unanimous consent of the Board of Directors voting at a duly noticed meeting of the Board.

- 6.2 **Distribution of Assets.** Upon dissolution, any assets remaining after payment of debts and satisfaction of liability shall be distributed to (a) a State or political subdivision thereof for a public purpose or (b) to another organization for one or more exempt purposes described in § 501(c)(3), Internal Revenue Code, and whose income is also excludable from gross income under § 115(1), Internal Revenue Code.
- 6.3 **Statutory Provisions.** Except as otherwise provided above, Dissolution shall be accomplished in compliance with § 30-30-1001 et. seq., Idaho Code.

## ARTICLE VIII.

### BOARD OF DIRECTORS

- 7.1 **Management Vested in the Board of Directors.** The Board of Directors (“**Board**”) shall (a) govern the Corporation; (b) authorize the acquisition and distribution of the Corporation’s real property; (c) monitor the Corporation’s financial affairs; (d) determine the general policies under which the Corporation shall operate; (e) hire and supervise the Corporation’s Chief Executive Officer; and (f) and take any other lawful action to protect and advance the interests of the Corporation.
- 7.2 **Board of Directors.** The Board shall consist of no less than three (3) Directors who shall serve staggered one (1) year terms. Directors shall be appointed by a majority of Directors at an annual meeting or at a special meeting called for the purpose of electing Directors. The Directors may, by majority vote, enlarge the Board. The Board, by resolution, may decrease the number of Directors but only upon the expiration of the term of the Director whose position is to be eliminated. Directors may serve consecutive terms.
- 7.3 **Removing Directors.** A Director may be removed for any reason, or no reason at all, by the unanimous vote of the remaining Directors.
- 7.4 **Officers.** The Board shall annually elect its officers. There shall be a President, Vice President, Secretary, and Treasurer. One person may serve as both Secretary and Treasurer. Officers shall be elected by a majority of Directors voting at a duly called meeting of the Directors. An officer may be removed from office at any time, for any reason, by a majority of the elected Directors. Such removal shall be evidenced by a resolution, executed by a majority of the Directors and delivered to the Secretary and the officer being removed. The officer’s authority shall terminate upon delivery of said resolution to the Secretary.
- 7.5 **Action of the Board.** The action of the Board shall be the action of the Corporation.

## **ARTICLE IX.**

### **AMENDMENTS**

The Directors, by majority vote, may amend these Articles at any time EXCEPT it shall take a unanimous vote of the Directors to modify Article 7.3.

## **ARTICLE X.**

### **NONDISCRIMINATION POLICY**

The Corporation shall not discriminate against any person in the provision of services or facilities because of race, color, religion, sex, familial status, or national origin, or other legally protected characteristic. The term "familial status" means the status of parental or guardianship relationships or pregnancy.

## **ARTICLE XI.**

### **INDEMNIFICATION**

The Corporation shall indemnify and hold harmless its directors, officers, and employees from personal liability for monetary damages, court costs and attorney fees in any suit or proceeding, other than an action by or in the right of the Corporation, if such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation. This provision is intended to comply with, and shall be interpreted in conformity with the indemnification provisions of § 30-30-626, Idaho Code.

A handwritten signature in black ink, appearing to read 'PJS IV', is written over a horizontal line.

PETER J. SMITH  
Incorporator