

FILED EFFECTIVE

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TREVOR'S TREK FOUNDATION, INC.**

2014 JUL 23 PM 2: 20

SECRETARY OF STATE
STATE OF IDAHO

The undersigned hereby certifies that he is the President of Trevor's Trek Foundation, Inc., an Idaho non-profit corporation (the "*Corporation*"), and further certifies that:

1. By action taken by the Unanimous Written Consent of the Directors of the Corporation dated June 19, 2014, these Amended and Restated Articles of Incorporation were duly approved and adopted by the Board of Directors of the Corporation.

2. The Corporation has no members and no approval of these Amended and Restated Articles of Incorporation by any person or persons other than the Board of Directors of the Corporation is required.

3. The Articles of Incorporation of the Corporation, dated September 3, 2008 and subsequently amended May 28, 2009 and November 23, 2009, are hereby amended and restated in their entirety in accordance with Idaho Code Sections 30-3-75 and 30-3-90, to read as follows:

**ARTICLE I
NAME OF THE CORPORATION**

The name of the Corporation is Trevor's Trek Foundation, Inc.

**ARTICLE II
STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III
PURPOSES**

The purposes for which the Corporation is organized are as follows:

A. To pursue charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time (the "*Code*"), including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

B. To combat childhood cancer by building more awareness of childhood cancer, support research into the causation and prevention of childhood cancer, and provide children with cancer inspiration, hope and support.

C. 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,

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property, whether real or personal, or any other things of value, and the power to lease, and acquire property and enter into contracts as necessary to effectuate the foregoing purposes. 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 IV LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its 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 set forth in Article VI. 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 by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

ARTICLE V NO MEMBERS

The Corporation shall have no members.

ARTICLE VI BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors, which may also be referred to as its Board of Trustees. The exact 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 five and no greater than 15. Directors shall be elected by the Board of Directors in the manner provided in the Bylaws of the Corporation.

ARTICLE VII 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 exempt organizations under Section 501(c)(3) of the Code, in such manner as the Board of Directors shall determine. 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 or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

**ARTICLE VIII
BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws of the Corporation. The Board of Directors is authorized to amend the Corporation's Bylaws at any time by the vote of a majority of the directors then in office, to the extent such amendment is otherwise permitted by the Idaho Nonprofit Corporation Act (as amended from time to time, or superseded by any successor act, the "Act").


**ARTICLE IX
LIMITATION OF LIABILITY AND INDEMNIFICATION**

A director of the Corporation will not be personally liable to the Corporation for money damages for any action taken as a director, or any failure to take action as a director, so long as the director acted in accordance with the general standards provided in the Act and the requirements set forth in these Articles and the Bylaws of the Corporation. The Corporation shall indemnify, hold harmless, and defend present and former directors, officers, employees, and agents of the Corporation, to the fullest extent permitted by, and in accordance with, the Act, as the same exists at the time of the adoption of these Articles or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment).

**ARTICLE X
AMENDMENTS**

The Board of Directors is authorized to amend these Articles at any time by the vote of a majority of the directors then in office to the extent such amendment is otherwise permitted by the Act.

Date June 20, 2014.


Trevor Schaefer

IDAHO SECRETARY OF STATE

06/23/2014 05:00

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