

ARTICLES OF INCORPORATION 08 JAN -7 AM 9:24
OF
KOOTENAI COUNTY YOUNG PROFESSIONALS, INC. SECRETARY OF STATE
 STATE OF IDAHO

The undersigned, for the purposes of forming a corporation under the provisions of the Idaho Nonprofit Corporations Act, and consistent with the provisions of Section 501(c)(6) of the United States Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law (herein "Code"), hereby adopt the following Articles of Incorporation:

ARTICLE I.
NAME

The name of this Corporation shall be "KOOTENAI COUNTY YOUNG PROFESSIONALS, INC."

ARTICLE II.
PERIOD OF DURATION

The period of duration of this Corporation shall be perpetual.

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ARTICLE III.
PURPOSES

The purposes, objectives, and powers of this Corporation shall be as hereinafter set forth; provided, however, that at all times this Corporation shall be operated exclusively to connect and retain young professionals in Kootenai County, Idaho, within the meaning of Section 501(c)(6) of the Code.

No part of the assets or net earnings of this Corporation shall inure to the benefit of or be distributable to its members, officers, directors, or other private persons (except that the Corporation shall be authorized to pay reasonable compensation for services rendered and make payments and distributions in furtherance of its purposes as set forth herein). No part of the Corporation's activities shall be or consist of carrying on political propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in the publishing or distribution of statements with regard to any political campaign on behalf of any candidate for public office.

Within the foregoing limitations, the objects and purposes of the Corporation shall be as follows:

- (a) To connect and retain young professionals in Kootenai County, Idaho.
- (b) In furtherance of the purposes of the Corporation, it is the intent of the incorporator(s) that the Corporation have all powers conferred by the laws of the state of Idaho on nonprofit corporations, consistent with its qualification under Section 501(c)(6) of the Code.

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(c) Notwithstanding any of the foregoing powers granted and vested in the Corporation, the Corporation (in any year when it is deemed not exempt from these rules imposed upon private foundations by the Code, including any corresponding provisions of any future United States Internal Revenue law):

(1) Shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(2) Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(3) Shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(4) Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(5) Shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(d) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by:

(1) An organization exempt under Section 501(c)(6) of the Code; or

(2) An organization, contributions to which are deductible under Section 170(c) of the Code.

ARTICLE IV. **MEMBERSHIP**

The Corporation shall have one or more classes of members, the designation of such class or classes, manner of election or appointment, and the qualifications and rights of the members of each class shall be set forth in the Bylaws of this Corporation.

ARTICLE V. **REGISTERED OFFICE AND AGENT**

The registered agent of this Corporation and the street address of the registered office of this Corporation are as follows:

Registered Agent

PETER J. SMITH IV

Registered Office Address

250 Northwest Blvd., Suite 102
Coeur d'Alene, Idaho 83814

The mailing address of this Corporation shall be P.O. Box 2937, Coeur d'Alene, Idaho 83816.

ARTICLE VI. **DIRECTORS**

The number of directors of this Corporation shall be fixed in the Bylaws and may be changed from time to time by amending the Bylaws.

1. The names and addresses of the initial directors of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Peter J. Smith IV	250 Northwest Blvd., Suite 102 Coeur d'Alene, Idaho 83814
Besse Bailey Luke Malek	849 N. 4th St. #4 Coeur d'Alene, Idaho 83814
Christopher Harrison	2100 Northwest Blvd., Suite 400 Coeur d'Alene, Idaho 83814
Lucas Braden	2921 E 32nd Ave #18 Spokane, Washington 99223
Scott McArthur	1161 E. Elderberry Circle Coeur d'Alene, Idaho 83815
Heather Keen	119 N. Silkwood Drive Post Falls, Idaho 83854

2. A director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages arising from any conduct as a director, except this limitation on liability shall not apply to (i) acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director, (ii) any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. This limitation shall not apply to any act or omission occurring before the effective date of this paragraph. If the Idaho Nonprofit Corporation Act and/or the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Nonprofit Corporation Act and/or the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the members of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VII. **INDEMNIFICATION**

The Corporation shall provide any indemnification required by the Idaho Nonprofit Corporation Act and/or the Idaho Business Corporation Act and shall indemnify directors, officers, agents, and employees as follows:

1. The Corporation shall indemnify its officers and directors and advance or reimburse expenses to the full extent required or permitted by the Idaho Nonprofit Corporation Act and/or the Idaho Corporation Act now or hereafter in force, whether they are serving the

Corporation or, at its request, any other entity, as an officer, director, or in any other capacity; provided no such indemnity shall indemnify any director from or on account of any (i) acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law; (ii) any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property, or services to which the director was not legally entitled.

2. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, or contracts implementing such provisions, including but not limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made, or such further indemnification agreements as may be permitted by law.

3. The Corporation shall indemnify other employees and agents to the extent as may be authorized by the Board of Directors or the Bylaws and be permitted by law, whether the employees and agents are serving the Corporation or, at its request, any other entity.

4. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled under any statute, provision of the Articles of Incorporation, Bylaws, or other agreements.

5. No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

ARTICLE VIII.

AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended upon a vote of a majority of the Board of Directors of the Corporation, subject to any mandatory contrary provision of state law.

ARTICLE IX.

DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of the assets of the Corporation exclusively for purposes of the Corporation in such manner, or to such organization or organizations organized, and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of Kootenai County, Idaho, but exclusively for such purposes or to such organization or organizations, as said court shall determine, but which are then organized and operated exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Code.

ARTICLE X.
INCORPORATOR

The name and address of the incorporator is:

Name

PETER J. SMITH IV

Address

250 Northwest Blvd., Suite 102
Coeur d'Alene, Idaho 83814

IN WITNESS WHEREOF, the incorporator hereinabove named has executed these Articles of Incorporation this 3rd day of January, 2008.

A handwritten signature in black ink, appearing to read "Peter J. Smith IV", is written over a horizontal line.

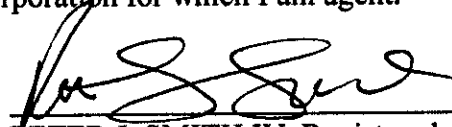
PETER J. SMITH IV, Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, PETER J. SMITH IV, hereby consent to serve as Registered Agent in the state of Idaho for KOOTENAI COUNTY YOUNG PROFESSIONALS, INC.

I understand that, as agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the Corporation for which I am agent.

Date: January 3, 2008



PETER J. SMITH IV, Registered Agent

250 Northwest Blvd., Suite 102

Coeur d'Alene, Idaho 83814