

ORIGINAL

PLAN OF CONVERSION PURSUANT TO IDAHO CODE TITLE 30, CHAPTER 18 § 401, 402 AND 403

07 SEP 18 PM 2:31

SECRETARY OF STATE
STATE OF IDAHO

1. Partners Against Domestic Violence Inc., is an Idaho Corporation organized and existing as a general business corporation pursuant to Title 30, Chapters 1 and 13, Idaho Code.
2. Partners Against Domestic Violence Inc., is converting to a Nonprofit Corporation without members pursuant to Idaho Code Title 30, Chapter 18 § 401, 402 and 403 of the Laws of the State of Idaho.
3. The issued outstanding shares of Partners Against Domestic Violence Inc. The converting entity have all been surrendered and cancelled and no further security or interest shall be issued in the converted entity.
4. The Plan of Conversion was adopted on September 18, 2007, by shareholders of Converting Corporation.
5. The number of shares outstanding and entitled to vote at the time of the adoption of the amendment on September 18, 2007, were 100.
6. All issued and outstanding 100 shares voted for the amendment.
7. The Plan was approved by the Board of Directors of the Converted Corporation on September 18, 2007.
8. There are no members of the converted entity and the enterprise shall be managed by a Board of Directors, selected as provided to from time to time, in the Bylaws of the Corporation.
9. No prior interest holder of the converting entity shall have any liability or obligation for liabilities after the conversion becomes effective.
10. The foregoing Plan of Conversion is effective as of 12:00 noon, September 18, 2007.

Dated this 18 day of September, 2007.

Merlyn Clark

President of converting and converted entity
Merlyn Clark

Chas F. McDevitt

Secretary of converting and converted entity
Chas F. McDevitt

IDAHO SECRETARY OF STATE
09/18/2007 05:00
CK: 9946 CT: 93826 SH: 1876232
1 @ 38.00 = 38.00 CONVERSION # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C 172828

ORIGINAL

FILED EFFECTIVE

ARTICLES OF INCORPORATION of
PARTNERS AGAINST DOMESTIC VIOLENCE INC., an Idaho Corporation

07 SEP 18 PM 2:31

Incorporators,

The undersigned being the President and Secretary of Partners Against Domestic Violence Inc., an Idaho corporation, do hereby execute these Articles of Amendment.

SECRETARY OF STATE
STATE OF IDAHO

ARTICLE I
NAME

The name of the corporation is Partners Against Domestic Violence Inc., a Nonprofit Corporation

ARTICLE II
STATUS

The corporation is a Nonprofit Corporation.

IDAHO SECRETARY OF STATE
09/18/2007 05:00
CK: 9946 CT: 93826 BH: 1076232
1 @ 30.00 = 30.00 CONVERSION # 2
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ARTICLE III
PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV
PURPOSES

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

- A. The Idaho Partners Against Domestic Violence's mission is to prevent domestic violence through community awareness and ensure that victims of domestic violence have access to the judicial system by increasing the number of legal services and volunteer attorneys available to represent abused women and their children.
- B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).
- 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, 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 therefore, may not at that time lawfully carry on or do.

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**ARTICLE V
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 set forth in Article V 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 by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

**ARTICLE VI
NO MEMBERS**

The corporation shall not have any members.

**ARTICLE VII
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 names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Merlyn Clark	877 W. Main Street, Ste 1000, Boise, ID 83701
Allyn Dingel	Alaska Center Ste 400, 1020 W. Main, Boise, ID 83701
Chas F. McDevitt	P.O. Box 1543, Boise, ID 83701

The Registered Agent for the corporation is Chas F. McDevitt . Registered Agent
Address:
420 W Bannock St
Boise ID 83702

**ARTICLE VIII
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 Internal Revenue Code of 1986, as amended from time to time, 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.

Dated this 18th day of September, 2007.

PARTNERS AGAINST DOMESTIC VIOLENCE

By Merlyn Clark
Merlyn Clark, President / Incorporator

By Chas F. McDevitt
Chas F. McDevitt, Secretary / Incorporator