

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
IDAHO RECOVERY OUTREACH, INC.**

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation ("Articles") for the Corporation.

ARTICLE I. NAME

The name of the Corporation is Idaho Recovery Outreach, Inc.

ARTICLE II. NONPROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The Corporation's initial registered office shall be located at 5355 West State Street, Boise, Idaho 83703, and the name of the initial registered agent at such address is Clancey Yohman.

ARTICLE V. PURPOSE

The Corporation is organized exclusively for charitable, educational and scientific purposes including, but not limited to the following:

(a) To create and maintain a website to serve as a resource for information about addiction treatment, addiction services, Alcoholics Anonymous ("AA") and AA-related information, including, without limitation, information about meeting locations and events in the State of Idaho ("Region") in furtherance of informing Idaho citizens of addiction treatment and services and promoting sobriety.

(b) To create an online interactive forum where those in need of a ride to an AA meeting or event can reach out to other visitors on the website to arrange transportation to and from an event or meeting and where visitors can post other relevant information such as group meeting schedules.

(c) To own, operate, maintain, sell, lease and develop any and all necessary facilities, buildings, property and equipment necessary and appropriate to further or accomplish the purpose of the Corporation; and to dedicate itself to the education and promotion of sobriety in a format which qualifies the Corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and,

more specifically, to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them and, in general, to exercise any, all and every power for which a nonprofit corporation organized under the applicable provisions of the Idaho Code for, charitable, education, and scientific purposes all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

B. The following purposes, by way of illustration only and not limitation, are included among the charitable, education, and scientific purposes for which the Corporation is organized, as qualified and limited by subparagraph A of this Article V and Article VI:

1. The promotion of the social, emotional and educational development of those who are trying to maintain or achieve sobriety and the provision of services designated for such purposes in the Region by making distributions to organizations that have the same or similar purpose so long as such organizations qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

2. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers set forth above, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part or parts thereof, provided the same are not inconsistent with the laws under which this Corporation is organized.

3. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or 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.

ARTICLE VI. 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 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 provision 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 including corresponding provisions.

ARTICLE VII. MEMBERS

The Corporation shall have no members.

ARTICLE VIII. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) individuals. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the Board of Directors of the Corporation in the manner and for the terms 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>
Clancey Yohman	5355 West State Street Boise, Idaho 83703
Rachel Aldous	11372 LaGrange Street Boise, Idaho 83709
Buzz Yohman	397 Huffman Road Anchorage, Alaska 99515

ARTICLE IX. 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 located in the Region as shall at the 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 such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE X. TAX EXEMPTION

It is the intent of the incorporators that this organization shall be incorporated as a tax-exempt organization to which deductible gifts may be made pursuant to the terms of the Internal Revenue Code. To that end, the Corporation shall be subject to all the restrictions and requirements now or hereafter imposed by the United States Internal Revenue Code and any rules and regulations duly and properly promulgated in the application and interpretation of said Code.

that a quorum is present. Such notice shall state in a general way the nature of the proposed change.

Article XII. INCORPORATOR

The name and street address of the incorporator is:

Clancey Yohman
5355 West State Street
Boise, Idaho 83703

Article XIII. BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws of the Corporation.

DATED this ^{29th} _____ day of March, 2011.

Clancey Yohman

A handwritten signature in black ink, appearing to be 'Clancey Yohman', written over a horizontal line.