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STATE OF IDAHO

ARTICLES OF INCORPORATION  
OF  
TIRESWING, INC.

The undersigned incorporator, in order to form a Nonprofit Corporation under the provisions of the Idaho Nonprofit Corporation Act (Idaho Code § 30-3-1 et seq.), submits the following Articles of Incorporation ("Articles") to the Secretary of State:

ARTICLE I - NAME

The name of the corporation is TireSwing, Inc.

ARTICLE II - NONPROFIT STATUS

The corporation is a nonprofit corporation organized and created under and pursuant to Idaho Code § 30-3-1, et seq. (the "Act").

ARTICLE III - PERIOD OF DURATION

The period of duration of the corporation is perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The location of the corporation's initial registered office is 2393 North Angelview Lane, Boise, ID 83702. The name of the initial registered agent at such address is Peter Oliver.

ARTICLE V - PURPOSES

The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), primarily in and for the benefit of communities in southwestern Idaho, including but not limited to the following purposes:

- A. To establish a branded, physical and marketable area in the city of Boise to facilitate the delivery of affordable education to, and collaboration among, southwestern Idaho residents, particularly in the areas of technology, entrepreneurship and business management.
- B. To enable and encourage technological innovation, education, collaboration and investment in southwestern Idaho.
- C. To provide job and skill development, workforce training, and employment resources.
- D. To combat community deterioration and lessen the burdens of government by creating a growing and sustainable economy of high paying, stable and intellectually satisfying jobs.

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E. To attract support from contributions and other sources, including private sector investment, entrepreneurial effort, government programs and university education, for the sole and exclusive use and benefit of the foregoing purposes of the corporation.

F. 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, as amended from time to time, 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 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 activities not permitted to be carried on by a corporation that is (a) exempt from federal income tax under Section 501(c)(3) of the Code, as amended, or (b) eligible for contributions which are deductible under the Code.

#### **ARTICLE VII - MEMBERSHIP**

The corporation shall not have members.

#### **ARTICLE VIII - BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by its Board of Directors. The number of Directors serving on the Board shall be not less than three (3) or more than twenty-one (21). The actual number of Directors shall be fixed by the Directors of the corporation. Other than the Directors constituting the initial Board of Directors designated herein, Directors shall be elected in the manner and for the term provided in the Bylaws of the corporation.

The names and addresses of each of the three members of initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jonathon Fishman	320 East Curling Drive, Boise, Idaho 83702
John Hale	2741 North Cliffview Place, Boise, Idaho 83702
Peter Oliver	2393 North Angelview Lane, Boise, Idaho 83702

## **ARTICLE IX - DISTRIBUTION ON DISSOLUTION**

Upon dissolution or other termination of the corporation, no part of the property of the corporation or any of the proceeds shall be distributed or inure to the benefit of the any Director or officer of the corporation, but all such property and proceeds, subject to the discharge of the valid discharge of the obligations of the corporation and the applicable provisions of the Act, shall be distributed in the following manner:

First, to any successor corporation or association that may be formed to assume the duties of this corporation, provided such corporation or association also qualifies as a tax-exempt organization under Section 501(c)(3) of Code, as then amended. Second, to any other organization qualifying as a tax-exempt organization under Section 501(c)(3) of the Code of 1986, as amended, with preference to organizations similar in nature to this corporation and operating in the Pacific Northwest. 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 X - INCORPORATOR**


The name and street address of the incorporator is Peter Oliver, 2393 North Angelview Lane, Boise, ID 83702.

## **ARTICLE XI - BYLAWS**

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the Bylaws. The Board of Directors of the corporation shall be authorized to amend the corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

The undersigned, acting as incorporator of a nonprofit corporation under the Idaho Nonprofit Corporation Act, Idaho Code § 30-3-1 et. seq., hereby adopts the foregoing Articles of Incorporation.

DATED this 26<sup>TH</sup> day of January, 2011.

  
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Peter Oliver  
Incorporator