

FILED EFFECTIVE

AMENDED ARTICLES OF INCORPORATION
OF
STOMP OUT MULTIPLE SCLEROSIS, INC.

2006 JAN 31 PM 1:12

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, being over the age of eighteen (18) years, and for the purpose of forming a non profit corporation under the Idaho Nonprofit Corporation Act, hereby certifies and adopts the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is Stomp Out Multiple Sclerosis, Inc. and its existence shall be perpetual.

ARTICLE TWO

The address of the registered office of the corporation in the State of Idaho is 1642 E. 16th Avenue, Post Falls, Idaho, and the name of its registered agent at that address is Gary L. Dagastine.

ARTICLE THREE

The name and mailing address of the incorporator of the corporation is Gary L. Dagastine, 1642 E. 16th Avenue, Post Falls, ID 83854.

ARTICLE FOUR

1. Said organization is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.
2. No part of the net earnings of the organization shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding

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section of any future federal tax code, or (b) by an organization to which contributions are deductible under section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of the of any future federal tax code, or shall be distributed to the federal government, a state government, or a local government for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located exclusively for such purposes, or to such organization or organizations that are organized and operated exclusively for such purposes as said Court shall determine.

ARTICLE FIVE

The Corporation will not provide life, sickness, accident, and/or similar benefits to members. The organization will seek a federal tax exemption for its own income and will seek a ruling that contributions to the organization are federally tax deductible. If the organization becomes tax exempt in either category, it will perform any act required to retain tax exempt status and will refrain from any activities forbidden by Internal Revenue Code §501(c)(3).

ARTICLE SIX

At all times, the organization's investments and investment policy will be consistent with its nonprofit purpose, and income and assets will be generated only to carry out the nonprofit purpose, not to generate a profit for any person or organization.

ARTICLE SEVEN

1. 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.
2. The Officers and Directors will not be personally liable for the Corporation's debts and liabilities, and their personal property is exempt from seizure or levy to pay obligations of the Corporation.
3. The powers of the Corporation will include all powers granted by the State of Idaho to nonprofit Corporations of the same type. In addition, the Corporation's powers will include the following, to the extent not prohibited by the State of Idaho or Federal Law:
 - a. To solicit, collect, receive, hold, invest, distribute, and disburse funds in the form of donations, gifts, bequests, and subscription;
 - b. The power to accept gifts from individuals, corporations, and foundations in furtherance of the Corporation's nonprofit purpose.

- c. To borrow funds with or without security, on terms at least as favorable as those offered on the open market, to carry out the Corporation's nonprofit purpose as authorized by all of the Corporation's Directors and approved by the State's regulators or charitable organizations; and
 - d. The power to engage in fund-raising events, for example, benefits and sales of donated merchandise, provided that these events are infrequent and irregular, not tantamount to maintenance of a profit making business, and provided that the income derived from these events, net of reasonable expenses, will be entirely devoted to the organization's nonprofit purpose.
 - e. The Corporation shall have no voting members.
4. The first Directors of this Corporation shall be three (3) in number and their addresses are as follows:

<u>Name</u>	<u>Address</u>
Gary L. Dagastine	1642 E. 16 th Avenue Post Falls, ID 83854
Hugh Magnussen	P.O. Box 422 Coeur d'Alene, ID 83816
Marsha Davis	1583 N. Greensferry Post Falls, ID 83854

5. The term of the first Directors shall be until the first annual meeting of the Corporation or until their successors are elected and qualified.

ARTICLE EIGHT

The Corporation's Board of Directors will meet at least quarterly, with additional meetings as called by three (3) or more Directors. The Corporation will hold a general membership meeting at least annually, and special meetings shall be called by demand of the President. No business shall be transacted at such special meeting except as may be stated in the notice of such call and at least two (2) days notice shall be given to the members of such meeting.

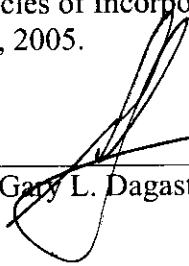
ARTICLE NINE

Power to amend the organization's Articles of Incorporation and Bylaws will rest with the Board of Directors and the membership; an amendment can be had by vote of sixty-six and two-thirds percent (66 2/3%) of the Directors and members, present and voting at a regular or special meeting.

ARTICLE TEN

The undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the Idaho Nonprofit Corporation Act, does hereby make and file these Articles of Incorporation, and does hereby declare and certify that this is his act and deed and the facts herein stated are true.

IN WITNESS WHEREOF, these Articles of Incorporation are executed in duplicate on the 28 day of Jan, 2005.



Gary L. Dagastine, Incorporator

STATE OF IDAHO

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) ss.

County of Kootenai

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On this 28th day of January, 2006, before me, the undersigned, a Notary Public in and for said state, personally appeared

Gary L Dagastine

known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they were persons of lawful age and citizens of the United States of America.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Jamie L. Duman
Notary Public for the State of Idaho

Residing at: Hayden, Idaho

My commission expires: 12-20-06

