

FILED EFFECTIVE

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SHINECOLOGY INC.**

2018 MAR 13 PM 2:22

**SECRETARY OF STATE
STATE OF IDAHO**

The Articles of Incorporation/Certificate of Incorporation of Shinecology, Inc. are hereby amended and restated in their entirety, effective as of March 11, 2018, as follows:

**ARTICLE I.
NAME**

The name of the corporation is Shinecology, Inc. (the "Corporation").

**ARTICLE II.
NONPROFIT STATUS**

The Corporation is a nonprofit corporation. Pecuniary profit is not the object or purpose of the Corporation. 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 III hereof. 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 III.
PURPOSE**

The Corporation is organized to promote, foster, encourage, and advance: (i) the connection of families with diagnosed pediatric patients to each other and their support groups; (ii) assist families with diagnosed pediatric patients with research and information on the availability of resources; (iii) outreach to educate the public on ailments suffered by pediatric patients; and (iv) fundraising for pediatric patients.

**ARTICLE IV.
BOARD OF DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed by or under the direction of, the Board of Directors ("Board"). The number of Directors will be no less than three (3) and no greater than twenty (20). Each Director shall assume and hold office in accordance with the Corporation's Bylaws.

**ARTICLE V.
PERIOD OF DURATION.**

**IDAHO SECRETARY OF STATE
03/13/2018 05:00**

The period of duration of the Corporation is perpetual.

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**ARTICLE VI.
INITIAL REGISTERED OFFICE.**

The Corporation's registered office shall be located at 2803 S. Snowflake Dr., Boise Idaho.

**ARTICLE VII.
MEMBERS**

The Corporation shall not have members.

**ARTICLE VIII.
DISSOLUTION OR LIQUIDATION DISTRIBUTION**

Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation, if there be any, consistent with the purposes of the Corporation to such organization or organizations in accordance with the requirements of Section 501(c)(3) non-profit corporations under the Internal Revenue Code of 1986, as amended from time to time.

**ARTICLE IX.
AMENDMENT**

These Amended and Restated Articles of Incorporation may be amended at any time by a vote of two-thirds (2/3) of the Board then entitled to vote.

**ARTICLE X.
LIMITATION OF LIABILITY AND INDEMNIFICATION**

To the fullest extent permitted by law, the Directors and officers of the Corporation shall not be personally liable to this Corporation for money damages for any action taken, or any failure to take action, as a Director or officer.

**ARTICLE XI.
APPROVAL**

These Amended and Restated Articles of Incorporation were adopted by the Board on March 11, 2018.

**ARTICLE XII.
EXECUTION**

For the purpose of amending and restating the Corporation's Articles of Incorporation under the laws of the State of Idaho, the undersigned has executed these Amended and Restated Articles of Incorporation with the consent of the Corporation's Board having approved these Amended and Restated Articles of Incorporation.

ARTICLE XIII.
BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws of the Corporation. The Board shall be authorized to adopt and amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board in conjunction with a vote of the Board entitled to vote as specifically set forth in the Corporation's Bylaws.



President