

FILED AT THE REQUEST OF:
Theodore B. Achilles, President
Veterans for Idaho Voters, Inc.
1161 W. River Street, Suite 100
Boise, Idaho 83702

For Office Use Only

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FILED BY:
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
 OF
 VETERANS FOR IDAHO VOTERS, INC.**

Veterans for Idaho Voters, Inc., a nonprofit corporation (the “**Corporation**”) organized and existing under and by virtue of the provisions of the Idaho Nonprofit Corporation Act, as codified at Chapter 30, Title 30, of the Idaho Code (the “**Act**”),

DOES HEREBY CERTIFY:

1. That the name of the Corporation is Veterans for Idaho Voters, Inc., the Corporation has no members, and that the Corporation’s original Articles of Incorporation were filed with the Secretary of State of the state of Idaho on September 6, 2023 (the “**Articles**”);
2. That the Corporation’s Board of Directors duly adopted the following resolution proposing to amend and restate the Articles, declaring said amendment and restatement to be advisable and in the best interest of the Corporation, and no amendment therein requiring any other person’s approval:

RESOLVED, that the Articles of Incorporation of the Corporation be amended and restated in their entirety to read as follows:

**Article 1
 NAME OF THE CORPORATION**

The name of the Corporation is Veterans for Idaho Voters, Inc.

**Article 2
 STATUS**

The Corporation is a nonprofit corporation.

Article 3 DURATION

The period of duration of the Corporation is perpetual.

Article 4 REGISTERED OFFICE AND AGENT

The location of the Corporation is in Ada County, Idaho. The initial registered address is 1161 W. River Street, Suite 100, Boise, Idaho 83702. The initial registered agent is Theodore B. Achilles, 1161 W. River Street, Suite 100, Boise, Idaho 83702.

Article 5 PURPOSES

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

- a. To advocate for fair elections, citizen initiatives, civil politics, and sensible policies;
- b. Exclusively for the promotion of social welfare under Section 501(c)(4) of the Internal Revenue Code (“**Section 501(c)(4)**”), or corresponding section of any future federal tax code, including for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under Section 501(c)(4); and
- 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 therefor, may not at that time lawfully carry on or do.

Article 6 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 described in Section 501(c)(4) and as set forth in Article 5 hereof. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(4), or the corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

Article 7 MEMBERS

The Corporation shall have no members.

Article 8 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. 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.

Article 9 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 (a) such organization or organizations as shall at that time qualify as similarly purposed exempt organizations under Section 501(c)(4), as amended from time to time, in such manner as the Board of Directors shall determine, or (b) to the federal government, or to a state or local government, for a public purpose. 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 of the Corporation or to such organizations as such court shall determine to be consistent with the purposes of the Corporation.

Article 10 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.

DATED this 12th day of February, 2024.

VETERANS FOR IDAHO VOTERS, INC.

DocuSigned by:

Theodore B. Achilles

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By: Theodore B. Achilles
Its: President