

**ARTICLES OF INCORPORATION
OF
KAI PROJECT, INC.**

FILED EFFECTIVE

2016 FEB 10 PM 4:01

SECRETARY OF STATE
STATE OF IDAHO

In compliance with the requirements of the law of the Idaho Nonprofit Corporation Act, Idaho Code Section 30-3-1, *et seq.*, the undersigned natural person, being of full age and a resident of the United States, in order to form a nonprofit corporation for the purposes stated below, does hereby as incorporator, adopt the following Articles of Incorporation and certify:

ARTICLE I - NAME

The name of this corporation is Kai Project, Inc. (the "Corporation").

ARTICLE II - DURATION AND PURPOSES

This corporation is organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, including but not limited to providing 1) culinary training to refugees, ex-convicts, homeless and other at-risk segments of the population; 2) advancement of the Christian religion. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. The duration of this Corporation is perpetual. It is organized under the Idaho Nonprofit Corporation Act, Idaho Code § 30-3-1, *et seq.*

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The name and address in this state of the Corporation's initial agent and registered office for service of process are: Brent Southcombe, 862 E Rubicon Dr, Boise, Idaho 83716.

ARTICLE IV - RESTRICTIONS

(a) Pecuniary profit is not the object or purpose of this corporation, and the property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall inure to the benefit of any director, officer or member of this Corporation, or to the benefit of any private person.

(c) No substantial part of the activities of this Corporation shall consist of the carrying on

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of propaganda or otherwise attempting to influence legislation; nor shall this Corporation participate in, or intervene in, any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

(d) The Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. 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.

ARTICLE VI – BOARD OF DIRECTORS

(a) All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors except as may be otherwise provided in the Act. The authorized number and qualifications of directors of the Corporation shall be prescribed and set forth in the Bylaws of the Corporation.

(b) The Bylaws of the Corporation shall be as adopted by the initial board of directors and thereafter may be amended, repealed or added to by the board of directors.

(c) The number of directors of this Corporation shall be provided in the Bylaws and shall be elected as set forth in the Bylaws. The directors shall serve without compensation.

(d) The names of the initial board of directors, subject to expansion as provided in the Corporation's Bylaws, are:

Brent Southcombe
862 E Rubicon Dr
Boise, Idaho 83716

Jack Scripps
1035 Warm Springs Ave
Boise, ID 83712

John Marshall
632 Clubview
Boise, ID 83702

(e) The name and address of the initial incorporator are:

Brent Southcombe
862 E Rubicon Dr
Boise, Idaho 83716

The Corporation shall have voting members.

ARTICLE VII - DISSOLUTION

Upon the winding up and dissolution of this Corporation, no part of the property of the corporation, nor any of the proceeds thereof, shall be distributed to, or inure to the benefit of, any of the directors or members of the corporation, but all such property and proceeds shall, subject to the discharge of valid obligations of the corporation and to applicable provisions of law, be distributed, as directed by the Board of Directors of the corporation, to or among anyone or more corporations, trusts, community chests, funds or foundations described in § 501(c)(3) of the Internal Revenue Code or any successor provisions.

ARTICLE VIII – AMENDMENTS

The Corporations Bylaws shall provide for the mechanism to amend these Articles.

ARTICLE IX – LIMITED LIABILITY

No member of this Corporation shall be personally liable for the debts, liabilities or obligations of the corporation.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Idaho, I, the undersigned incorporator of this Corporation, have executed these Articles of Incorporation this _____ day of February 2016.


Brent Southcombe

IDAHO SECRETARY OF STATE
02/10/2016 05:00
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