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SECRETARY OF STATE OF IDAHO

## **ARTICLES OF INCORPORATION OF THE VICTORIAN CROSS FOUNDATION, INC.**

The undersigned, in order to form a Non-Profit Corporation under the provisions of Title 30, Chapter 3, Idaho Code, and to qualify as an I.R.S. 501(c)(3) charitable organization, submits the following articles of incorporation to the Secretary of State:

### **ARTICLE I.**

The name of the Corporation shall be **Victorian Cross Foundation, Inc.**, and it shall consist of voting members.

### **ARTICLE II.**

The place in this state where the principal office of the Corporation is located is the City of Meridian, Ada County, State of Idaho. The address of the registered office and registered agent is: 934 West White Sands Drive, Meridian, Idaho 83646. The registered agent is Robert Knudson.

### **ARTICLE III.**

Said Corporation is organized exclusively for charitable and educational 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 the corresponding section of any future federal tax code.

### **ARTICLE IV.**

Said Corporation's mission and purpose is to promote the sport of gymnastics to young men and boys of all socio-economic backgrounds in the Idaho Treasure Valley, and raise awareness for the declining opportunities for male gymnasts by providing educational, financial, and social support to these gymnasts who seek to compete and excel in state, regional, national, and international competitions.

## ARTICLE V.

The names and addresses of the board of directors of the corporation are as follows:

Robert Knudson  
Post Office Box 1361  
Meridian, Idaho 83680

Lorena A. Ott  
742 W. Headwaters Drive  
Eagle, Idaho 83616

Tondra L. Knudson  
Post Office Box 1361  
Meridian, Idaho 83680

## ARTICLE V.

The name and address of the incorporator is as follows:

Robert Knudson  
Post Office Box 1361  
Meridian, Idaho 83680

## ARTICLE VI.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Third hereof. No substantial part of the activities of the Corporation shall be 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 or in opposition to any candidate for public office. Notwithstanding any other provision 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)(3) of the Internal Revenue Code, or the corresponding section of any future federal 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 federal tax code. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

## ARTICLE VII.

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

## ARTICLE VIII.

The mailing address of the Corporation shall be Post Office Box 1361, Meridian, Idaho 83680.

DATED this 15 day of MARCH, 2013.



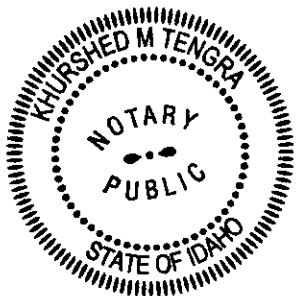
Robert Knudson, Incorporator/Director

STATE OF IDAHO )

County of Ada )

On this 15<sup>th</sup> day of MARCH, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared Robert Knudson, known to me or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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



Notary Public for:  
Residing at: Boise, ID  
My Commission Expires: 03/26/2013