

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

CHRISTMAS FOR KIDS, INC.

File number C 112324

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of CHRISTMAS FOR KIDS, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: October 12, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Ma Subel*

# ARTICLES OF INCORPORATION OF

## Christmas for Kids, Inc.

Oct 12 8 40 AM '95  
SECRETARY OF STATE  
STATE OF IDAHO

IDAHO SECRETARY OF STATE  
10/12/95 9:00:00 AM  
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CORPORATION NON PROFIT  
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The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, adopts the following Articles of Incorporation ("Articles").

### Article I Name.

The name of the Corporation is Christmas for Kids, Inc.

### Article II Nonprofit Status.

The Corporation is a nonprofit corporation.

### Article III Period of Duration.

The period of duration of the Corporation is perpetual.

### Article IV Registered Office and Agent.

The location of the Corporation is in the City of Moscow, County of Latah, and in the State of Idaho. The address of the initial registered office is 715 N. Main St., Moscow, Idaho, 83843, and the name of the initial registered agent at this address is Heather A. Nelson, whose address is 259 Circle Dr., Moscow, ID 83843.

### Article V Purposes.

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

- A. To provide Christmas gifts to children of low-income families in Latah County.
- B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).
- 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 VI 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 set forth in Article V hereof. No substantial part of the activities of the Corporation shall be for 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 any candidate for public office. 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 VII No Members.

The corporation shall not have any members.

Article VIII 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. Each Director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, 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.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Heather A. Nelson	259 Circle Dr., Moscow, Idaho 83843
Jayne Jacobson	2316 Wallen Rd., Moscow, Idaho 83843

Article X Amending Bylaws.

The right and power to amend, appeal, alter, rescind, and adopt the Bylaws of this corporation and to adopt new Bylaws is expressly conferred upon the Board of Directors of this corporation as provided by statute. Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

Article XI 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 such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine.]* 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 or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

Article XII Incorporators.

The name and street addresses of the incorporators are:

Heather A. Nelson	259 Circle Dr.	Moscow, ID 83843
Jayne Jacobson	2316 Wallen Rd.	Moscow, ID 83843

DATED this 9th day of October, 1995.

Heather A. Nelson

Jayne Jacobson