

**ARTICLES OF INCORPORATION
OF
RLM REPOSCO FOUNDATION, INC.**

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The undersigned, in order to form a nonprofit corporation under the Nonprofit Corporation Act, Chapter 30, Title 30, Idaho Code, submits the following articles of incorporation to the Idaho Secretary of State.

**ARTICLE I.
NAME OF CORPORATION, OFFICE**

1.1 **Corporate Name.** The name of the corporation shall be RLM REPOSCO FOUNDATION, INC. (hereinafter "Foundation").

1.2 **Corporate Office.** The initial office of the Foundation shall be located at 1866 N. Cecil Road, Post Falls, ID 83854.

**ARTICLE II.
PURPOSE AND POWERS OF CORPORATION**

2.1 **Purpose.** The Foundation's mission is to drive positive change through strategic investment in ventures led by Real Life Ministries, Inc., an Idaho nonprofit corporation. We believe in the power of mental health initiatives to transform lives, and we are committed to providing the financial support necessary to make these initiatives a reality. Our investments will also extend to other promising ventures led by Real Life Ministries, Inc. that demonstrate the potential for significant social impact.

2.2 **Tax Exempt.** The intent of the Incorporator is to create a tax exempt entity under the authority of Section 501(c)(3) of the Internal Revenue Code. The Foundation shall limit its substantial activities to the furtherance of its exempt purposes.

2.3 **General Authority.** The Foundation shall have and shall exercise all rights and powers necessary and convenient to carry out its purpose including those general powers set forth in the Idaho Nonprofit Corporation Act.

2.4 **Dedication of Assets.** The assets of the Foundation are expressly dedicated to the exempt purposes of a 501(c)(3) organization.

2.5 **Bylaws.** The Foundation shall adopt and maintain Bylaws.

**ARTICLE III.
INITIAL DIRECTORS**

The initial Directors shall be:

John Givens, 1866 N. Cecil Road, Post Falls, ID 83854, who shall serve a one-year term.
Jerry Lyon, 1866 N. Cecil Road, Post Falls, ID 83854, who shall serve a two-year term.
Jim Putman, 1866 N. Cecil Road, Post Falls, ID 83854, who shall serve a three-year term.

**ARTICLE III.
INITIAL REGISTERED AGENT**

The initial registered agent shall be Peter Smith, whose address (registered office) is 601 E. Front Ave, Ste. 304, Coeur d'Alene, ID 83814.

**ARTICLE IV.
INCORPORATOR**

The incorporator is Peter Smith whose address is 601 E. Front Avenue, Suite 304, Coeur d'Alene, ID 83814.

**ARTICLE V.
NON-MEMBERSHIP CORPORATION**

The Foundation shall not have members. The Foundation shall be governed by its Board of Directors.

**ARTICLE VI.
DISSOLUTION AND DISTRIBUTION OF ASSETS UPON DISSOLUTION**

6.1 **Requirements for Dissolution.** The Foundation may be dissolved by a vote of a majority of the Board of Directors voting at a duly noticed meeting of the Board.

6.2 **Distribution of Assets.** Upon dissolution, any assets remaining after payment of debts and satisfaction of liability shall be distributed to Real Life Ministries, Inc. If Real Life Ministries, Inc. no longer exists, to another entity designated by Real Life Ministries, Inc. that qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

6.3 **Statutory Provisions.** Except as otherwise provided above, Dissolution shall be accomplished in compliance with § 30-30-1001 et. seq., Idaho Code.

**ARTICLE VII.
BOARD OF DIRECTORS**

7.1 **Management Vested in the Board of Directors.** The Board of Directors (Board) shall (a) govern the Foundation; (b) authorize the acquisition and distribution of the Foundation's real property; (c) monitor the Foundation's financial affairs; (d) determine the general policies under which the Foundation shall operate; (e) hire and supervise the Foundation's Executive Director; and (f) and take any other lawful action to protect and advance the interests of the Foundation.

7.2 **Board of Directors.** The Board shall consist of no less than three (3) Directors who shall serve staggered three year terms. Directors shall be appointed by a majority of Directors at an annual meeting or at a special meeting called for the purpose of electing Directors. The Directors may, by majority vote, enlarge the Board. The Board, by resolution, may decrease the number of Directors but only upon the expiration of the term of the Director whose position is to be eliminated. The Board shall maintain a staggered appointment system that ensures at least one Director is appointed each year. Directors may serve consecutive terms.

7.3 **Removing Directors.** A Director may be removed for any reason, or no reason at all, by the unanimous vote of the remaining Directors.

7.4 **Officers.** The Board shall annually elect its officers. There shall be a President, Vice President, Secretary and Treasurer. One person may serve as both Secretary and Treasurer. Officers shall be elected by a majority of Directors voting at a duly called meeting of the Directors. An officer may be removed from office at any time, for any reason, by a majority of the elected Directors. Such removal shall be evidenced by a resolution, executed by a majority of the Directors and delivered to the Secretary and the officer being removed. The officer's authority shall terminate upon delivery of said resolution to the Secretary.

7.5 **Action of the Board.** The action of the Board shall be the action of the Foundation.

**ARTICLE VIII.
AMENDMENTS**

The Directors, by majority vote, may amend these Articles at any time EXCEPT it shall take a unanimous vote of the Directors to modify Article 7.3.

**ARTICLE IX.
NONDISCRIMINATION POLICY**

As a religious organization, the Foundation reserves the right to make employment and service-related decisions based on religion, as permitted by law. This includes the right to hire and employ individuals who share its religious beliefs and to provide services and programs that align with its faith-based mission. Except as otherwise permitted by law, the Foundation does not discriminate against any person on the basis of race, color, national origin, sex, age, disability, familial status, sexual orientation, gender identity, or any other legally protected characteristic.

**ARTICLE X
INCORPORATOR**

The name and street address of the incorporator is Peter J. Smith IV, 601 E. Front Avenue, Suite 304, Coeur d'Alene, ID 83814.

**ARTICLE XI
BYLAWS**

Provisions for the regulation of the internal affairs of the Foundation shall be set forth in the Bylaws. The Board of Directors of the Foundation shall be authorized to amend the Foundation's Bylaws at a properly noticed special or regular meeting of the Board of Directors. Neither these Articles nor the Bylaws of the corporation shall be amended or otherwise changed or interpreted to be inconsistent with the Declaration.

The undersigned, acting as incorporator of a nonprofit corporation under the Act, adopts the following Articles of Incorporation:

DATED this 26th day of September, 2024.



PETER J. SMITH IV
Incorporator