

**FILED EFFECTIVE**

**FILED AT THE REQUEST OF:**  
Karen Meyer  
1775 State Street, Suite 176  
Boise, Idaho 83702

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SECRETARY OF STATE  
STATE OF IDAHO

**FILED BY:**  
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Boise, Idaho 83702

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**ARTICLES OF INCORPORATION  
OF  
ACTUATE BOISE, INC.**

The undersigned, in order to form a nonprofit corporation under the Idaho Nonprofit Corporation Act (the "*Act*"), hereby executes and submits the following Articles of Incorporation ("*Articles*");

**ARTICLE 1. NAME**

The name of the corporation is Actuate Boise, Inc. ("*Corporation*").

**ARTICLE 2. DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE 3. PURPOSES**

**3.1 Purposes**

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue code of 1986, as amended (the "*Code*") including, but not limited to, promoting local economic development to create jobs and further social welfare and lessen the burden of government by operating a small business development program. The Corporation will provide comprehensive education and training to potential entrepreneurs in order to foster an innovative business startup ecosystem in the Boise metropolitan area. New or emerging entrepreneurs will have access to skills building classes, networking opportunities, operating space and management counseling and support.

**3.2 Limitations**

**3.2.1 Nonprofit Status**

The Corporation shall not have or issue shares of stock. The Corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any director or officer of the

Corporation, or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its executive director for services rendered, and to make payments and distributions to organizations that qualify as exempt under Section 501(c)(3) of the Code and otherwise in furtherance of the purposes of the Corporation and subject to the limitations of Sections 3.2.2 and 3.2.3 hereof.

### **3.2.2 Distributions; Dissolution**

No director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its affairs. Upon such dissolution or winding up, after paying or making adequate provision for the payment of all the liabilities of the Corporation, all the remaining assets of the Corporation shall be distributed by the Board of Directors, for a purpose or purposes similar to those set forth in Section 3.1 hereof, to any other organization that then qualifies for exemption under the provisions of Section 501(c)(3) of the Code.

### **3.2.3 Prohibited Activity**

(a) No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, except to the extent that an organization exempt from federal income tax under Section 501(c)(3) of the Code can engage in such activities without incurring any penalties, excise taxes or losing its status as an organization exempt from federal income tax under Section 501(c)(3) of the Code. The Corporation shall not, directly or indirectly, participate in or intervene in (including by the publication or distribution of statements or the making of contributions) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation will not conduct voter education or registration activities with evidence of bias that (i) would favor one candidate over another; (ii) oppose a candidate in some manner; or (iii) have the effect of favoring a candidate or group of candidates. The Corporation shall not have objectives or engage in activities that characterize it as an "action" organization within the meaning of the Code.

(b) Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

(c) The Corporation is prohibited from engaging in any excess benefit transaction as defined in Section 4958(c) of the Code.

## **3.3 Powers**

In general, and subject to such limitations and conditions as are or may be prescribed by law, by these Articles, or by the Bylaws of the Corporation, the Corporation shall have the authority to (a) engage in any and all such activities as are incidental or conducive to the attainment of the purposes of the Corporation set forth in Section 3.1 hereof and (b) exercise any and all powers authorized or permitted under any laws that are now, or hereafter may be, applicable or available to the Corporation.

#### **ARTICLE 4. REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Corporation is 1775 W. State Street, Suite 176, Boise, Idaho 83702 and the name of the initial registered agent at such address is Karen Meyer.

#### **ARTICLE 5. NO MEMBERS**

The Corporation shall have no members.

#### **ARTICLE 6. DIRECTORS**

##### **6.1 Number**

The number of directors of the Corporation shall be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided therein; provided, however, that the Board of Directors shall consist of no fewer than three (3) people, and no more than twenty-one (21) people.

##### **6.2 Initial Directors**

The number of directors constituting the initial Board of Directors shall be three (3). The names and addresses of the persons who are to serve as the initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Karen Meyer	1775 W. State Street, Suite 176, Boise, Idaho 83702
Jason Crawforth	1775 W. State Street, Suite 176, Boise, Idaho 83702
Faisal Shah	1775 W. State Street, Suite 176, Boise, Idaho 83702

#### **ARTICLE 7. INCORPORATOR**

The name and address of the incorporator of the Corporation are as follows:

Karen Meyer  
1775 W. State St., Suite 176  
Boise, Idaho 83702

#### **ARTICLE 8. BYLAWS**

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned has subscribed these Articles effective as of  
April 25, 2014.

  
Karen Meyer, Incorporator