

**FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BOISE SW ROTARY FOUNDATION, INC.**

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The following Amended and Restated Articles of Incorporation were approved and adopted by the unanimous vote of the Directors of the Boise SW Rotary Foundation, Inc.

ARTICLE I.

The name of the Corporation is BOISE SW ROTARY FOUNDATION, INC.

ARTICLE II.

The corporation is organized and formed as a non-profit corporation under the laws of the State of Idaho with perpetual duration for the purpose of receiving contributions and the payment of the contributions over to organizations that further our charitable giving purposes. Contributions are specifically authorized to provide educational scholarships, support community schools in underserved areas both domestically and internationally, RYLA and community programs.

This organization is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Trustees, Directors, Officers 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 herein. 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 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 by an organization qualified under Section 501(c)(3) of the Internal Revenue Code or corresponding Section of any future Federal Tax Code.

The Corporation shall not discriminate in offering its services based on race, color, creed, national origin, or ethnic origin. The Corporation shall be authorized to carry out such supplemental and attendant activities as the Board of Directors may deem appropriate and prudent consistent with the purposes herein stated but not inconsistent with any prohibitions contained herein. In furtherance of these ends, the Corporation may take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, any property, real or personal, tangible or intangible, or any undivided interest therein, without limitation as to the amount or value, and to sell, convey, or otherwise dispose of any such property, and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation heretofore stated, without limitation, except those limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, and any laws applicable hereto.

The Corporation shall have the power and authority to do any other act or thing incidental or connected with the foregoing purposes or in advancement thereof, but not the pecuniary profit or financial gain of its Trustees or Officers except as may be permitted under the Idaho Nonprofit Corporation Act, and, in furtherance of its corporate powers, the Corporation shall have all of the general powers afforded a Corporation under and pursuant to the provisions of the Idaho Nonprofit Corporation Act.

ARTICLE III.

The Corporation's principal office shall be located at the same location in ADA county as the Rotary Club of Boise, Southwest, Inc.

ARTICLE IV.

The Corporation shall have no Members.

ARTICLE V.

The Corporation shall be managed by a Board of three (3) to five (5) Directors who may also be referred to as "Trustees." The initial Board of Directors of this Corporation shall have a term of one (1) year or until their successors are appointed. Each Successor to the initial Board of Directors shall serve a term of one (1) year. Directors shall be selected by the Board of Directors of the Rotary Club of Boise SW. These provisions may be updated by the Bylaws of this Foundation.

The term of all Directors shall begin immediately after their election.

The initial Board of Directors shall consist of:

Kathleen Sego - 1041 N. Honalee Ave., Eagle, ID 83616
Conrad Colby – 3810 W. Kootenai St., Boise, ID 83705
Marshall Baker – 2735 N. Lakeharbor Lane, Boise, ID 83703

ARTICLE VI.

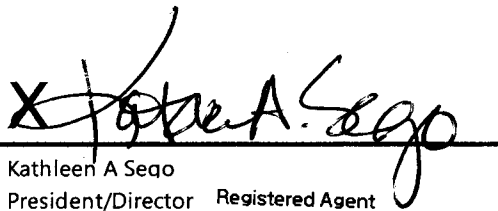
The initial registered agent and her street address is Kathleen Sego, 1041 N. Honalee Ave., Eagle, ID 83616.

ARTICLE VII.

Upon dissolution of the Corporation, the Board of Directors) of, 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 such purposes or to such organizations as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE VIII.

IN WITNESS WHEREOF, the undersigned Director of Boise SW Rotary Foundation, Inc. has set her hand hereto as of this 2nd day of July 2024.


Kathleen A Seago
President/Director Registered Agent