

AMENDED ARTICLES OF INCORPORATION

OF

Kessler Keener Foundation, Inc.

For Office Use Only

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The undersigned, acting as the Board of a nonprofit corporation ("Corporation")
organized under and pursuant to the Idaho Nonprofit Corporation Act,
Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Amended Articles of Incorporation

ARTICLE I

NAME OF THE CORPORATION

The name of the Corporation is Kessler Keener Foundation, Inc.

ARTICLE II

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 Boise, County of Ada, and in the State of Idaho. The address of the registered office is 3423 N. 39th St., Boise, Idaho and the registered agent at this address is Edwin Keener.

ARTICLE V

PURPOSES

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

A. To advance the understanding that social justice, equity and inclusion join to create a just society; to conduct research, educate the public and engage in activities to achieve these purposes.

B. Charitable, 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 power 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 to 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, which number shall be no less than three. Other than the Directors constituting the Board of Directors, who are designated in the 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 Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Edwin Keener	3423 N. 39 th St Boise, Idaho, 83703
Claire Aca Manning Dick	P. O. Box 337 Owyhee, Nevada, 89832
Robert Armstrong	4525 Hill Rd. Boise, Idaho, 83703
Antoinette Cavanaugh	Harris Creek Road Horseshoe Bend, Idaho, 83714
Valerie Miller	1812 W. Yukon Kuna, Idaho, 83634
Trina Ponce	8952 S. La Pampa Way Kuna, Idaho, 83634
Stephanie Cullen	6518 W. Russett St. Boise, Idaho, 83704

ARTICLE X
DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions 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 XI
INCORPORATOR

The name and street address of the incorporator: Les Brock, 801 S. Capitol Blvd., Suite 102, Boise, Idaho 83702.

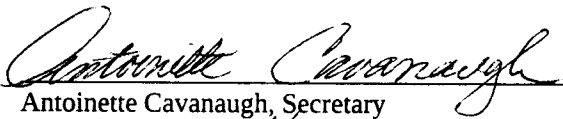
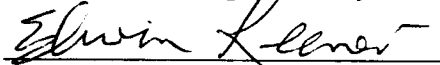
ARTICLE XII
BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

MANNER OF ADOPTION

Adopted by vote of the Kessler Keener Foundation Board on July 28, 2017

Dated this 2nd day of December, 2022


Antoinette Cavanaugh, Secretary

Edwin Keener, Board President

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December 2, 2022