

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
Dan-O Watkins Memorial Fund, INC.**

2013 JUL 15 AM 8:25
SECRETARY OF STATE
STATE OF IDAHO

In compliance with the requirements of the laws of the State of Idaho relating to non-profit corporations and acts amendatory and supplemental thereto, including particularly Chapter 30, Title 301 et seq. of the Idaho Code, the undersigned natural persons, each of whom are of full age and residence of the United States, in order to form a non-profit corporation for the purposes hereinafter stated, do hereby as incorporators, adopt the following Articles of Incorporation, and certify:

**ARTICLE I
NAME**

The name of this corporation is The Dan-O Watkins Memorial Fund, ^{INC.} hereinafter called the "Corporation."

**ARTICLE II
NOT FOR PROFIT**

The Corporation is a nonprofit corporation under the laws of the State of Idaho. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Directors or Officers, except to the extent permissible under law.

**ARTICLE III
ADDRESS**

The principal-office of the Corporation is located at 2027 Trail Creek Circle, Twin Falls, ID 83301.

**ARTICLE IV
DURATION**

The duration of the corporation is perpetual.

**ARTICLE V
PURPOSE AND POWERS OF THE CORPORATION**

The purpose of the Dan-O Watkins Memorial Fund is to educate and increase awareness about diabetes, the different types, and how to prevent the disease; encourage diabetics of all types and ages to take excellent care of their disease; and provide

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opportunities for people of all ages to get fit, eat well and live healthy lifestyles in order to prevent Type 2 Diabetes.

To achieve these purposes, the Directors and Officers shall be allowed to:

- a. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in certain By-Laws of the Corporation;
- b. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the By-Laws; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges imposed against the property of the corporation;
- c. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain real or personal property in connection with the affairs of the Corporation;
- d. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property and Common Area, subject to the restrictions contained in the By-Laws and any amendments thereto; and
- e. Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Laws of the State of Idaho by law may now or hereafter have or exercise.

ARTICLE VI MEMBERSHIP

There shall be no Membership in the corporation.

ARTICLE VII BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of at least Five (5) Directors at meetings duly held pursuant to the By-Laws and at which a quorum is present in person or by proxy. A quorum shall consist of at least three Directors present in person or by proxy. The Board, by majority vote, may remove any officer of the Corporation.

The initial Board of Directors shall be appointed by the incorporators of the Corporation, Thereafter the Directors shall be appointed by the Board of Directors for terms of one, two and three years. (Vacancies during the terms shall be filled by appointment by a majority of the remaining Directors.)

The directors shall serve staggered terms to maintain continuity on the Board. No more than three (3) existing Directors shall be replaced in any given calendar year.

ARTICLE VIII DISSOLUTION

The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Directors. Upon the dissolution of this Corporation, all liabilities consistent with the purposes of the Corporation shall be paid and the remaining assets shall be paid over to charitable corporation or corporations qualifying as exempt organizations under the provision of 501(c)(3) of the U.S. Internal Revenue Code or corresponding provision of subsequently enacted federal law.

ARTICLE IX DIRECTORS

The name and address of the initial board of Directors are as follows:

Sierra Sandison	2027 Trail Creek Circle, Twin Falls, ID 83301
RoseAnna Holliday	4130 N Meadow Ridge Cir., Twin Falls, ID 83301
Scott Holliday	4130 N Meadow Ridge Cir., Twin Falls, ID 83301
Deborah Annest	285 Fraser Court, Twin Falls, ID 83301
Heidi Houser	2793 Longbow Drive, Twin Falls, ID 83301

ARTICLE X REGISTERED AGENT

Nancy Wonderlich Koonce, whose address is 267 Fillmore Street, Twin Falls, ID 83301, is hereby appointed the initial registered agent of this Corporation.

ARTICLE XI LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors or Officers, but 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 (Purposes) hereof.

ARTICLE XII OFFICERS

The Officers of the Corporation shall consist of a President, Vice President Secretary, Treasurer and such other Officers and Assistance Officers as may be provided in the By-

Laws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the By-Laws.

ARTICLE XIII
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Idaho, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to Idaho law.

Amendments to these Articles shall require the assent of those Directors casting two-thirds (2/3) of the votes of the Directors at any regular Director's meeting called specifically for that purpose.

ARTICLE XIV
INDEMNIFICATION

The Corporation shall indemnify each Officer and Director including former Officers and Directors to the full extent permitted by the laws of the State of Idaho.

ARTICLE XV
BY-LAWS

The By-Laws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

IN WITNESS WHEREOF the undersigned have signed these Articles of Incorporation on this 8 day of July, 2013.

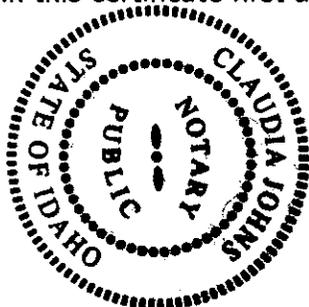


Sierra Sanderson, Incorporator

STATE OF IDAHO)
) ss. County
of Twin Falls)

On this 8th day of July, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared Sierra Sandison, known to me to be the Incorporator of The Dan-O Watkins Memorial Fund, the corporation whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.



Claudia Johns

NOTARY PUBLIC
Residing at: Twin Falls ID
My Commission Expires: 8/4/2017

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of THE DAN-O WATKINS MEMORIAL FUND which is contained in the foregoing Articles of Incorporation.

Dated this 9th day of July, 2013.

Nancy W Koonce
Nancy Wonderlich Koonce, Registered Agent
267 Fillmore Street
Twin Falls, ID 83301