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**-FILED-**

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**ARTICLES OF INCORPORATION****ARTICLE I: Name 1.1 Name**

The name of this corporation shall be **Idaho Entrepreneur Center, Inc.**

**ARTICLE II: Duration****2.1 Duration**

The period of duration of the corporation is perpetual.

**ARTICLE III: Purpose****3.1 Purpose**

**Idaho Entrepreneur Center** is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

1. The specific purpose of this corporation is to:

- a. Provide Entrepreneur & Small Business Education, including offering Education Boot Camps, Workshops, and "Lunch and Learns".
- b. Provide Support Resources for Entrepreneurs and Small business including,
  - i HR/Payroll
  - ii Business Strategy
  - iii Marketing
  - iv Finance
  - v Legal
  - vi Technology
- c. Provide Mentors to Entrepreneurs and Small Business.
- d. Provide Networking opportunities to help foster relationships between Entrepreneurs, Small Business, Business, Municipalities, and the Community.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c)(3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

We may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

## ARTICLE IV: Non-Profit Nature

### 4.1 Non-profit Nature

**Idaho Entrepreneur Center** is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. NO part of the net earnings of **Idaho Entrepreneur Center** shall inure to the benefit of, or be distributable to its members, trustees, 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Idaho Entrepreneur Center** is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocable dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

### 4.2 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of **Idaho Entrepreneur Center** of any nature whatsoever, nor shall any other property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

### 4.3 Dissolution

Upon termination or dissolution of the **Idaho Entrepreneur Center**, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the **Idaho Entrepreneur Center** hereunder shall be selected by the discretion of a majority of the managing body of the **Idaho Entrepreneur Center** and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the **Idaho Entrepreneur Center** by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to the organizations located within the **State of Idaho**.

In the event that the court shall find that this section is applicable but there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the **Treasurer of the State of Idaho** to be added to the general fund.

#### **4.4 Prohibited Distributions**

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

#### **4.5 Restricted Activities**

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

#### **4.6 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **ARTICLE V: Board of Directors**

#### **Governance**

**Idaho Entrepreneur Center** shall be governed by its Board of Directors in accordance with the corporation bylaws.

#### **Initial Directors**

The initial directors of the corporation shall be:

**Ryon Brewer – 80 N Hidden Valley RD, Rexburg, ID 83440**

**Scott Allred – 3236 Sandy Dr, Idaho Falls, ID 83401**

**John Ward - PO BOX 648, Garden City, UT 84028**

### **ARTICLE VI: Membership**

#### **Membership**

**Idaho Entrepreneur Center** shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

## **ARTICLE VII: Amendments**

### **Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

## **ARTICLE VIII: Address of the Corporation**

### **Corporate Address**

The mailing address of the corporation is:

**35 N. 1st East Suite 3, Rexburg ID, 83440**

## **ARTICLE IX: Appointment of Registered Agent**

### **Registered Agent**

The registered agent of the corporation shall be:

**Ryon Brewer – 80 N Hidden Valley RD, Rexburg ID, 83440**

## **ARTICLE X: Incorporator**

The incorporators of the corporation are as follow:

**Ryon Brewer – 80 N Hidden Valley RD, Rexburg, ID 83440**

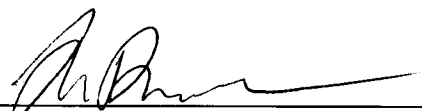
**Scott Allred – 3236 Sandy Dr, Idaho Falls, ID 83401**

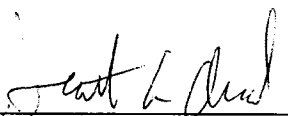
**John Ward - PO BOX 648, Garden City, UT 84028**

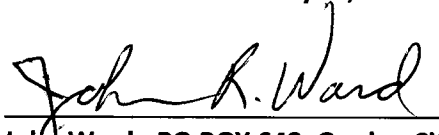
**Certificate Of Adoption Of Articles of Incorporation**

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of **Idaho Entrepreneur Center** were approved by the board of directors on 5/29/2024 and constitute a complete copy of Articles of Incorporation of the **Idaho Entrepreneur Center**.

Names, addresses and signatures of all directors and incorporators.

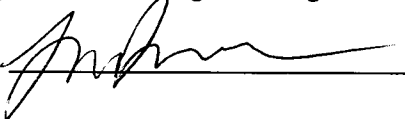
  
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**Ryon Brewer - 80 N Hidden Valley RD, Rexburg, ID 83440**

  
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**Scott Allred - 3236 Sandy Dr, Idaho Falls, ID 83440**

  
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**John Ward - PO BOX 648, Garden City 84028**

Acknowledgement of consent to appointment as registered agent.

I, **Ryon Brewer**, agree to be the registered agent for **Idaho Entrepreneur Center** as appointed herein.

Registered Agent:   
\_\_\_\_\_

Date: 6-4-24  
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