

**ARTICLES OF INCORPORATION  
OF  
BACK THE BLUE LEWISTON & CLARKSTON VALLEY, INC.  
An Idaho, Non-Profit Corporation**

For Office Use Only

**-FILED-**

File #: 0004183040

Date Filed: 2/24/2021 3:18:00 PM

The undersigned, acting as the incorporator of Back the Blue Lewiston & Clarkston Valley, Inc., an Idaho nonprofit corporation (the "Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Title 30, Chapter 30, Idaho Code (the "Act"), adopts these Articles of Incorporation for the Corporation (Articles).

**ARTICLE I. NAME.**

The name of the Corporation is BACK THE BLUE LEWISTON & CLARKSTON VALLEY, INC.

**ARTICLE II. INITIAL REGISTERED OFFICE, MAILING ADDRESS AND  
REGISTERED AGENT.**

The location of this Corporation is in Lewiston, County of Nez Perce, State of Idaho. The address of the initial registered office and mailing address of the Corporation is 3316 11<sup>th</sup> Street, Lewiston, Idaho 83501. The name of the initial registered agent is Nicholas A. Woods and the address of said registered agent is 3316 11<sup>th</sup> Street, Lewiston, Idaho 83501. The Corporation may change its registered agent or registered office upon a majority vote of the Board of Directors.

**ARTICLE III. NONPROFIT STATUS.**

The Corporation is a nonprofit, non-stock corporation with no voting members.

**ARTICLE IV. PERIOD OF DURATION.**

The period of duration of the Corporation is perpetual until dissolved by the terms of these Articles, the Corporation's Bylaws, or as otherwise permitted or required by law.

**ARTICLE V. PURPOSES.**

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

- A.
1. To provide education and support services for people involved in, or interested in, law enforcement and/or public safety; and, to inform the public about law enforcement and/or public safety;
  2. To foster a thriving relationship with law enforcement and/or public safety officials through participation and collaboration with such;

3. To establish and maintain mutually beneficial relationships with other associations and organizations with objectives similar to Back the Blue Lewiston/Clarkston Valley, Inc.; and,
  4. To aid and support local public safety employees and their families.
- B. To exercise all powers granted by law 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 contained in these Articles shall be deemed to authorize or permit the Corporation to carry on any business for profit or to exercise any power or to do any act that a corporation formed under the Act may not at that time lawfully carry on or do.
- C. Any other lawful purpose under the Act and/or the Code.

#### **ARTICLE VI. LIMITATIONS.**

No part of the net earnings of the corporation 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 exempt purposes set forth above. 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 (including the publishing or distribution of statements) 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: (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (ii) by a corporation, contributions 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 VII. MEMBERS.**

The Corporation shall have no members and shall be managed by its Directors.

#### **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, but in no case may be less than three (3). Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the Members in accordance with the Bylaws. A Director must be a Member of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Nicholas A. Woods (Name)	3316 11 <sup>th</sup> Street, Lewiston, Idaho, 83501 (Address)
Erin L. Bly (Name)	3316 11 <sup>th</sup> Street, Lewiston, Idaho 83501 (Address)
Sara E. Egbert (Name)	501 1 <sup>st</sup> Street, Asotin, Washington 99402 (Address)

#### **ARTICLE IX. DISTRIBUTION ON DISSOLUTION.**

Upon dissolution of the Corporation, the Board of Directors shall, 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 501(c)(3) tax-exempt organizations under the Internal Revenue Code of 1986, as amended from time to time, in such a manner as the Board of Directors shall determine, giving preference to such organization or organizations that have the same or similar exempt purposes as the Corporation. Any such assets not so distributed shall be distributed by the District Court for 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 X. INCORPORATOR.**

The name and street address of the initial incorporator is Nicholas A. Woods, 3316 11th Street, Lewiston, Idaho, 83501.

#### **ARTICLE XI. BYLAWS.**

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

#### **ARTICLE XII. AMENDMENT**


These Articles may only be amended by the affirmative majority vote of the Directors of the Corporation.

#### **Article XIII CONSTRUCTION AND SEVERABILITY**

If there is any conflict between the provisions of these Articles and the Bylaws of the Corporation, the provisions of these Articles shall govern. Should any of the provisions or portions of these Articles be held unenforceable or invalid for any reason, the remaining

provisions and portions of these Articles shall be unaffected by such holding and construed to give these Articles the furthest enforcement and effect as possible consistent with the purposes of the Corporation and its exempt activities.

DATED this 19 day of February, 2021.

  
Nicholas A. Woods, Incorporator/Director