

**FILED EFFECTIVE**

**ORIGINAL**

**ARTICLES OF INCORPORATION  
OF  
625 F-I FOUNDATION, INC.**

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SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as the incorporator 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 Articles of Incorporation for the Corporation.

**ARTICLE I. NAME**

The name of the Corporation is 625 F-I Foundation, Inc.

**ARTICLE II. NONPROFIT STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III. PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office is 213 Teal Drive, Hailey, ID 83333; and the name of the initial registered agent at this address is Steven Giacobbi

**ARTICLE V. MAILING ADDRESS**

The initial mailing address of the Corporation is Post Office Box 388, Sun Valley, ID 83353.

**ARTICLE VI. PURPOSES**

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

A. The Corporation is being formed as a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986 to make eligible charitable contributions to qualified organizations within the meaning of Section 501(c)(3) for the general uses and purposes of such charities as in the Board of Directors' best judgment may deem proper.

B. Charitable, religious, educational, or scientific objectives 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

ARTICLES OF INCORPORATION

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organizations under Section 501(c)(3). Among such objectives, without limitation, is the application for and receipt of grants for psychological assistance for abused women, Sun Valley Symphony, Doctors Without Borders, Blaine County Senior Center, scholarships for minority students who are GED or high school graduates, monitory grants for recovering war veterans who have sustained combat injuries, donations to other non-profit organizations, and disaster relief contributions.

C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing 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 or do.

#### **ARTICLE VII. 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 VI hereof. 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 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 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 VIII. MEMBERS**

The Corporation shall not have voting members.

#### **ARTICLE IX. BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) individuals. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for term provided in the Bylaws of the Corporation.

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

Name

Address

Steven Giacobbi  
Cecilia Giacobbi  
Lori Johnston

Post Office Box 388, Sun Valley, ID 83353  
Post Office Box 388, Sun Valley, ID 83353  
Post Office Box 3234, Ketchum, ID 83340

**ARTICLE X. 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 the 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.

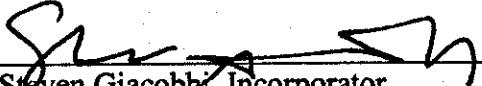
**ARTICLE XI. INCORPORATION**

The name and address of the incorporator are Steven Giacobbi, Post Office Box 388, Sun Valley, ID 83353.

**ARTICLE XII. BYLAWS**

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

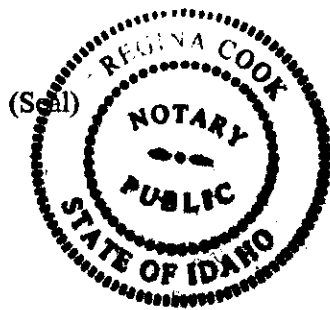
DATED this 28 day of September, 2007.

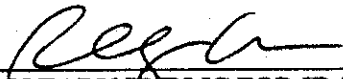
  
Steven Giacobbi, Incorporator

STATE OF IDAHO     )  
                              ) ss.  
County of Blaine     )

On this 28 day of September, 2007, before me, a Notary Public in and for said State, personally appeared Steven Giacobbi, known to be the person whose name is subscribed to the within instrument as Incorporator, and acknowledged to me that he executed the same.

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



  
NOTARY PUBLIC FOR IDAHO  
Residence: Hailey, Idaho  
Commission expires: 3/2010

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