

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION  
OF  
THE S.A. AND E.M. HUISH FAMILY FOUNDATION, INC.**

2013 AUG 29 AM 8:54

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as the incorporator of a corporation under the provisions of Title 30, Chapter 3, Idaho Code, hereby submits the following Articles of Incorporation to the Secretary of State in order to form an Idaho Nonprofit Corporation.

**ARTICLE I**

**Name**

The name of the corporation shall be THE S.A. AND E.M. HUISH FAMILY FOUNDATION, INC. (hereinafter referred to as the "Corporation").

**ARTICLE II**

**Registered Office and Agent**

The address of the initial registered office of the Corporation shall be 333 Wall Street, Ketchum, Idaho 83340. The name of the initial registered agent of the Corporation at such address shall be Steven A. Huish.

**ARTICLE III**

**Directors**

The number of directors constituting the initial Board of Directors of the Corporation shall be four (4) directors. The names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Steven A. Huish	PO Box 1962 Sun Valley, ID 83353
Elizabeth M. Huish	PO Box 1962 Sun Valley, ID 83353
Steven Paul Huish	1568 Union Street, #303 San Francisco, CA 94123
Katheryn E. H. Hubert	5713 No. 20th St. Phoenix, AZ 85016

The powers and duties, number, qualifications, terms of office, manner of election, time and criteria for removal of directors shall be as set forth in the Corporation's Bylaws.

IDAHO SECRETARY OF STATE  
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**ARTICLE IV**  
**Incorporator**

The name and address of the Incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Steven A. Huish	PO Box 1962 Sun Valley, ID 83353

**ARTICLE V**  
**Mailing Address**

The mailing address of the Corporation shall be PO Box 1962, Sun Valley, Idaho 83353.

**ARTICLE VI**  
**Members**

This corporation shall be a non-member nonprofit corporation.

**ARTICLE VII**  
**Purposes and Powers**

Section 1.     Purposes. The Corporation is organized exclusively for charitable, religious, education, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code.

No part of the net earnings of the Corporation shall inure to the benefit of its Directors, Officers, Members (if any), Trustees (if any), 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 Corporations 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) of any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, 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 §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 §170(c)(2) of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code. Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

Section 2.     Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Articles of Incorporation or Bylaws, the

Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes.

The Corporation shall have the power to do all lawful acts or things necessary, appropriate or desirable to carryout and in furtherance of its purposes as described in this Article VII, which are consistent with the Idaho Nonprofit Corporation Act and Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE VIII**

### **Limitations**

All the purposes and powers of the Corporation shall be exercised exclusively for the charitable, scientific, and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

So long as the Corporation is deemed to be a "Private Foundation" for purposes of the Internal Revenue Code, as now constituted or has hereafter amended, or the corresponding Section of any future Federal Tax Code, the following restrictions shall apply:

(A) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to tax on undistributed income imposed by §4942 of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code.

(B) The Corporation will not engage in any act of self-dealing as defined in §4941(d) of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code.

(C) The Corporation will not retain any excess business holdings as defined in §4943(c) of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code.

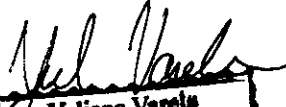
(D) The Corporation will not make any investments in a manner as to subject it to tax under §4944 of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code.

(E) The Corporation will not make any taxable expenditures as defined in §4945(d) of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code.

**ARTICLE IX**  
**Distributions of Assets Upon Dissolution**

Upon the dissolution of the Corporation, assets not previously distributed for the Corporation's charitable purposes shall be distributed for one or more §501(c)(3) of the Internal Revenue Code, or corresponding Section of any further Federal Tax Code, tax-exempt purposes; or distributed to one or more organizations which are formed for §501(c)(3) purposes, or as set forth in the corresponding Section of any future Federal Tax Code; or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the County in which the principal office of the Corporation is then located, exclusively for such charitable and tax-exempt purposes, or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 11 day of June, 2013.

  
Yuliana Varela  
Notary Public  
State of Idaho

  
Steven A. Huish, Incorporator