

FILED EFFECTIVE

ARTICLES OF INCORPORATION

IDAHO SECRETARY OF STATE
01/21/2004 05:00
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OF

IDAHO MAGAZINE FOUNDATION, INC.

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 ("Articles").

ARTICLE I - NAME

The name of the Corporation is **IDAHO MAGAZINE FOUNDATION, INC.**

ARTICLE II - NONPROFIT STATUS

The Corporation is a nonprofit corporation as defined in Idaho Code § 30-3-1, et seq. 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 Members, Directors or Officers, except to the extent permissible under law.

ARTICLE III - PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 4301 W. Franklin Rd., Boise, Idaho 83702, and the name of its initial Registered Agent at that address is Catherine Fleischman.

ARTICLE V - PURPOSES

The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. To exercise all rights and powers conferred by the laws of Idaho upon nonprofit corporation, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without

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limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future Federal tax code), as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper 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 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.

D. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE VI - 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 V hereof. No substantial part of the activities of the Corporation shall be for 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 provisions 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 VII - MEMBERS.

The Corporation shall have Voting Members who shall be selected as provided in the Bylaws and who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors. The name and address of each initial Voting Member is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gerald Fleischman	5437 Hickory Run Place, Boise, ID 83713
Catherine Fleischman	5437 Hickory Run Place, Boise, ID 83713
Gale M. Merrick	737 N. 7 th St., Boise, ID 83702

ARTICLE VIII - BOARD OF DIRECTORS.

The management of the Corporation shall be vested in its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Each Director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation. The Bylaws may provide for *ex officio* and honorary Directors, and their rights and privileges.

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

<u>NAME</u>	<u>ADDRESS</u>
Gerald Fleischman	5437 Hickory Run Place, Boise, ID 83713
Catherine Fleischman	5437 Hickory Run Place, Boise, ID 83713
Gale M. Merrick	737 N. 7 th St., Boise, ID 83702

ARTICLE IX - OFFICERS

The Officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. 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 Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>TITLE</u>	<u>NAME AND ADDRESS</u>
President/ Treasurer	Catherine Fleischman 5437 Hickory Run Place Boise, ID 83713

Vice-President Gerald Fleischman
5437 Hickory Run Place
Boise, ID 83713

Secretary Gale M. Merrick
737 N. 7th St.
Boise, ID 83702

ARTICLE X - INCORPORATORS

The name and street address of each Incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Catherine Fleischman	5437 Hickory Run Place, Boise, ID 83713

ARTICLE XI - BYLAWS

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

ARTICLE XII - 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 Members, Directors and Officers are subject to this reservation.

ARTICLE XIII - INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Idaho General Corporation Act and the Idaho Nonprofit Corporation Act.

ARTICLE XIV – COMMENCEMENT OF CORPORATE EXISTENCE

The date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE XV - 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 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. Any such assets not so distributed shall be distributed by the district court of 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.

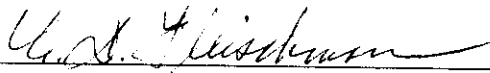
ARTICLE XVII – MISCELLANEOUS PROVISIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 Section 501(c)(3) purposes.

B. No substantial part of the activities of the Corporation shall be the carrying on the 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.

C. 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 (or corresponding section of any future Federal tax code).

DATED this 20th day of January, 2004.



Incorporator

STATE OF IDAHO)
 : ss.
County of Ada)

Catherine Fleischman, being first duly sworn, upon oath, deposes and says:

That she is the incorporator named in the above-entitled Articles of Incorporation; that she has read the foregoing Articles of Incorporation and knows the contents thereof and that the same are true as she verily believe.

Catherine A. Fleischman
Catherine Fleischman

SUBSCRIBED AND SWORN To before me this 20th day of January, 2004.



Gale M. Merrick
Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: 2006

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **IDAHO MAGAZINE FOUNDATION, INC.**, which is contained in the foregoing Articles of Incorporation.

Dated this 20th day of January, 2004.

Catherine D. Fleischman
Catherine D. Fleischman
(Printed Name)
5437 Hickory Run Pl.
(Address)
Boise, ID 83713
(City, State, Zip)