

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

CHILDRENS FOUNDATION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of CHILDRENS FOUNDATION, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: December 8, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]* *[Signature]*

**ARTICLES OF INCORPORATION**

DEC 8 10 07 AM '93  
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, being a natural person of full age and a citizen of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the state of Idaho regarding charitable non-profit corporations, do hereby certify as follows:

**ARTICLE I. - Name**

The name of the corporation shall be, "CHILDRENS FOUNDATION, INC."

**ARTICLE II. - Organization**

This corporation is organized as a charitable non-profit corporation under the provisions of Chapter 3 of Title 30, Idaho Code, and as a private foundation under the provisions of Chapter 12 of Title 68, Idaho Code.

**ARTICLE III. -- Existence**

This charitable non-profit corporation shall have perpetual existence.

**ARTICLE IV. -- Purposes and Limitations**

(A) The corporation shall be a Not-for-Profit Corporation under Title 3 of Chapter 30, Idaho Code, and a private foundation under Chapter 12 of Title 68, Idaho Code, and the Federal Internal Revenue Code. The purposes of the corporation shall be to

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corporation is to be formed are exclusively to receive and administer funds for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end to hold any property, or any undivided interest in property, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the Directors, will best promote the purposes of the corporation without limitation, except such limitations as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the Bylaws of the corporation, or any applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Directors or officers except as permitted under the Not-for-Profit Corporation Law.

(B) No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(C) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(D) In accordance with Idaho Code Section 68-1204, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(E) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(F) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(G) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(H) Notwithstanding any other provision of this certificate, the corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be amended.

(I) In accordance with Idaho Code Section 68-1204, the corporation or not-for-profit corporation shall distribute such amounts for each taxable year at such time and in such manner as not to subject the corporation to tax under section 4942 of the Internal Revenue Code of 1954.

(J) In accordance with Idaho Code Section 68-1204, the corporation or not-for-profit corporation shall not retain any excess business holdings which are subject to tax under section 4943 of the Internal Revenue Code of 1954.

(K) In accordance with Idaho Code Section 68-1204, the corporation or not-for-profit corporation shall not retain any excess business holdings which are subject to tax under section 4943 of the Internal Revenue Code of 1954.

(L) In accordance with Idaho Code Section 68-1204, the corporation or not-for-profit corporation shall not make any investments in such manner as to subject the corporation to tax under section 4944 of the Internal Revenue Code of 1954.

(M) In accordance with Idaho Code Section 68-1204, the corporation or not-for-profit corporation shall not make any taxable expenditures which are subject to tax under section 4945 of the Internal Revenue Code of 1954.

#### ARTICLE V. -- Management

The Board of Directors shall be vested with the management of all affairs of the corporation, and the initial Board of Directors specified herein shall have the authority to adopt the initial Bylaws of the corporation, and the Board of Directors shall thereafter have the authority to amend the Bylaws by majority vote at an annual or special meeting of the Board of Directors.

#### ARTICLE VI. -- Incorporator

The name, street address, and post office address of the incorporator of this charitable non-profit corporation are as follows:

<u>Name</u>	<u>Street Address</u>	<u>Post Office Address</u>
Robert G. Hamlin	3152 N 24th Way Boise, Idaho 83702	P.O. Box 1525 Boise, Idaho 83701

#### ARTICLE VII. -- Powers

This charitable non-profit corporation shall have all powers permitted for a non-profit corporation under Idaho law.

#### ARTICLE VIII. -- Members

The corporation shall have no members as allowed by Section 30-308(c), Idaho Code.

#### ARTICLE IX. -- Directors

The affairs and business of this corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than fifteen (15) members. The number of Directors shall be prescribed by the Bylaws, but until they are adopted, there shall be one (1) member of the Board of Directors.

#### ARTICLE X. -- Election of Directors

The Board of Directors shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors.

#### ARTICLE XI. -- Registered Office

The street address of the initial registered office of the corporation shall be at 3152 N. 24th Way, Boise, Idaho, 83702.

#### ARTICLE XII. -- Registered Agent

The initial registered agent of this corporation shall be Robert G. Hamlin whose address is 3152 N. 24th Way, Boise, Idaho, 83702.

#### ARTICLE XIII. -- Initial Director

The name and address of the Directors constituting the initial Board of Directors are as follows:

<u>Name</u>	<u>Street Address</u>	<u>Post Office Address</u>
Robert G. Hamlin	3152 N. 24th Way Boise, Idaho 83702	P.O. Box 1525 Boise, Idaho 83701
Carol Z. Hamlin	3152 N. 24th Way Boise, Idaho 83702	P.O. Box 1525 Boise, Idaho 83701

Ted R. Hamlin

314 W. Dravus  
Seattle, Washington 98119


Heidi R. Hamlin

314 W. Dravus  
Seattle, Washington 98119

ARTICLE XIV. -- Distribution on Termination

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literacy, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

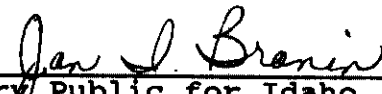
IN WITNESS WHEREOF, the undersigned incorporator of said charitable non-profit corporation has hereunto signed these Articles of Incorporation this 30<sup>th</sup> day of November, 1993.

  
Robert G. Hamlin

STATE OF IDAHO       )  
                          ) ss.  
County of Ada        )

On this 30<sup>th</sup> day of November, 1993, before me, the undersigned, a Notary Public in and for said state, personally appeared ROBERT G. HAMLIN, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same as the incorporator of CHILDRENS FOUNDATION, INC.

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

  
Notary Public for Idaho  
Residing at Boise, Idaho

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