

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BE GOOD FOUNDATION, INC.

For Office Use Only

**-FILED-**

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The Board of Directors of Be Good Foundation, Inc., pursuant to Sections 30-30-702 and 30-30-706 of the Idaho Nonprofit Corporation Act, hereby unanimously amend and restate the Articles of Incorporation of the Corporation.

1. Name. The name of this Corporation is Be Good Foundation, Inc.

2. Nonprofit Corporation. This Corporation is a nonprofit corporation and is not organized for the pecuniary benefit of any of its officers or Directors. No part of the assets, income or profit of the Corporation shall be distributable to or inure to the benefit of its officers or Directors, except to the extent permitted under the Idaho Nonprofit Corporation Act.

3. Period of Duration. The duration of this Corporation is to be perpetual.

4. Purposes and Powers.

4.1 Purposes. The purposes for which this Corporation is organized are for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, now in effect or as may be amended hereafter, and in this regard, to provide for, enhance, assist and educate local communities around the world through support and funding of community programs, non-profit organizations and local governments, including but not limited to: (i) improving and providing access to bicycles for individuals in need of all ages; (ii) funding improvements to existing and constructing new bicycle trails and paths; (iii) improving the environment by various means, including through the increased use of bicycles; all to achieving the goals and objectives of fostering better awareness of and improving the environment, promoting fitness, improving quality of life and social interaction, and allowing for independence.

4.2 Powers. This Corporation shall have all the powers, either directly or indirectly, to do any and all lawful acts and to engage in any and all lawful activities which may be necessary, desirable or proper for the furtherance and accomplishment of any or all of the purposes for which the Corporation is organized. Notwithstanding anything to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of an organization set forth in Section 501(c)(3) of the Internal Revenue Code, now in effect or as may be amended hereafter.

5. Membership. This Corporation shall not have members.

6. Registered Office and Registered Agent. The address and post office box of the

registered office of this Corporation are 621 Paintbrush Lane, Ketchum, ID 83340 and P. O. Box 7241, Ketchum, ID 83340. The name of the initial registered agent of this Corporation at that address is Rebecca Rusch.

7. Directors. The number of Directors shall be as specified in the Bylaws of this Corporation and such number may from time to time be increased or decreased in such manner as described in the Bylaws. The initial Board of Directors shall consist of five (5) members. The names and addresses of the persons who are to serve as Directors until successors be elected and qualify are as follows:

Name	Address
Rebecca Rusch	P. O. Box 7241 Ketchum, ID 83340
Matthew Weatherley-White	2309 N. 18 <sup>th</sup> Street Boise, ID 83702
Jeff Shupe	26 Clay Street Hinsdale, IL 60521
Kristi Henrikson-Mohn	1701 E. Ranch Road Boise, ID 83702
Decker Rolph	609 W. Ranch Road Boise, ID 83702

8. Provisions for Regulation of Corporation's Internal Affairs.

8.1 Meetings of Directors. Meetings of the Directors of this Corporation may be held either within or without the State of Idaho at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

8.2 Bylaws. The initial Bylaws of this Corporation shall be adopted by its Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the Directors, as set forth in the Bylaws. The Bylaws may contain any provisions for the regulation and management of this Corporation which are consistent with the Idaho Nonprofit Corporation Act and these Articles of Incorporation.

8.3 Contracts in Which Directors Have an Interest. The Bylaws of the Corporation shall provide for the handling of contracts or transactions in which Directors may have a financial interest, whether direct or indirect.

8.4 Indemnification of Directors and Officers. The Bylaws of the

Corporation shall provide for the circumstances in which Directors and officers of the Corporation may be entitled to indemnification.

9. Prohibited Activities. No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

10. Distribution on Dissolution. Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the Directors or officers of the Corporation, but all such property and proceeds, subject to the discharge of valid obligations of the Corporation and to the applicable provisions of the Idaho Nonprofit Corporation Act, shall be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code, now in effect or as may be amended hereafter.

11. Previously Filed Articles of Incorporation Supeceded. These Amended and Restated Articles of Incorporation shall supercede the original Articles of Incorporation previously filed.

(signatures appear on following page)

B0027-2150 10/29/2018 11:53 AM Received by ID Secretary of State Lawrence Denney

# CERTIFICATE

  
REBECCA RUSCH

NOTARY PUBLIC in and for the State of Idaho,  
residing at Sun Valley  
Commission expires \_\_\_\_\_