

**ARTICLES OF INCORPORATION
OF
NIGHTENGALE FOUNDATION, INC.
A NONPROFIT CORPORATION**

For Office Use Only

-FILED-

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Pursuant to the provisions of the Idaho Nonprofit Corporation Act, the undersigned Incorporator hereby adopts the following Articles of Incorporation:

**Article I
Name of Corporation**

The name of this corporation is **NIGHTENGALE FOUNDATION, INC.** The business of this corporation may be conducted as "**Nightengale Foundation**" or such other name as may hereafter be determined by the Board of Directors.

**Article II
Duration**

The period of duration of this corporation is perpetual.

**Article III
Statement of Specific Purpose and Nonprofit Nature**

- A. This corporation is designated as a nonprofit **Public Benefit Corporation** and is not organized for the private gain of any person. This corporation is organized under the Idaho Nonprofit Corporation Act for **charitable** purposes.
- B. The specific purpose of this corporation is to enable individuals (regardless of race, ethnicity, religion, or age) and other nonprofit organizations which fall under Section 501(c)(3) of the Internal Revenue Code (the "Code") and are operated exclusively for **charitable** purposes, who lack necessary financial resources, to (1) have access to the corporation's neuro-emotional psychotherapeutic services known as Retracing Sequence Method™ ("RSM™"), which changes emotional and neurological stressors embedded at a person's cellular (quantum) level, through a natural, non-invasive approach, and, (2) if desired, be educated and trained as practitioners of the RSM Protocol™, thereby empowering people nationally and internationally to create positive changes within their own lives, families, and communities. Becoming certified in the RSM Protocol™ also enables a duly trained and qualified individual to establish their own private practice or utilize the RSM Protocol™ within ministries or other programs with which they are associated, with a view to facilitating self-employment, financial self-sufficiency, and other personal and societal benefits.
- C. To maximize this corporation's efforts and national and international impact, and at the discretion of the Board of Directors, this corporation may provide financial resources and cover certain expenses (1) for RSM™ Instructors and RSM™ Practitioners to enable delivery of RSM™-related services, educational materials, and training to vulnerable, traumatized, high recidivist, and financially disadvantaged populations (i.e., veterans, victims of sex- and other forms of trafficking and abuse, the prison population, etc.) to address the risk factors for relapse and recidivism on individual bases and (2) to nonprofit organizations and humanitarian programs which fall under Section 501(c)(3) of the Code and are operated exclusively for

charitable purposes, which lack financial resources to enable provision of the above-mentioned RSM™ services, trainings, programs, and tools, in order to have a greater impact for good and advance this corporation's purposes.

- D. No director or officer of this corporation shall be personally liable for the debts or obligations of this corporation of any kind, character, or description whatsoever, nor shall any of the property or assets of such directors or officers be subject to the payment of debts or obligations of this corporation.

Article IV Tax-Exempt Purpose Clause

- A. This corporation is organized and operated exclusively for **charitable** purposes within the meaning of Section 501(c)(3) of the Code or the corresponding section of any future federal tax code.
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- C. Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

Article V Limitation on Private Inurement

The property of this corporation is irrevocably dedicated to the **charitable** purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private person.

Article VI Dissolution

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all the corporation's debts and liabilities shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for **charitable** purposes and which has established its tax exempt status under Section 501(c)(3) of the Code and has a purpose which, at least generally, includes a purpose similar to this corporation (the "Receiving Organization"). The Receiving Organization shall be selected at the discretion of a majority of this corporation's board of directors or other managing body.

Article VII Board of Directors; Membership

- A. This corporation shall be managed and governed by its Board of Directors, in accordance with this corporation's Bylaws.

- B. The initial members of this corporation's Board of Directors, as appointed by the Incorporator, together with their mailing addresses, shall be:

Rashelle Wilson
2900 N. Government Way, Suite 285
Coeur d'Alene, ID 83815

Janet Graves
2900 N. Government Way, Suite 285
Coeur d'Alene, ID 83815

Karissa Stafford
2900 N. Government Way, Suite 285
Coeur d'Alene, ID 83815

- C. This corporation shall have no members.

Article VIII Amendments

These Articles of Incorporation may be amended only by the affirmative vote of three-fourths (3/4) of the entire Board of Directors.

Article IX Registered Agent

The name and address in the State of Idaho of this corporation's initial registered agent for service of process is:

Jeffrey D. Wilson
2900 N. Government Way, Suite 285
Coeur d'Alene, ID 83815

Article X Addresses of the Corporation

The physical and mailing address of this corporation are:

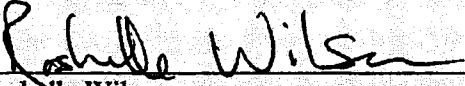
2900 N. Government Way, Suite 285
Coeur d'Alene, ID 83815

Article XI Name and Address of Incorporator

The name and address of the incorporator of this corporation is:

Rashelle Wilson
2900 N. Government Way, Suite 285
Coeur d'Alene, ID 83815

IN WITNESS WHEREOF, the Incorporator of this Corporation, intending to form a nonprofit corporation under the Idaho Nonprofit Corporation Act, has executed these Articles of Incorporation on this 12th day of April, 2020.


Rashelle Wilson

04/12/20 C