

ARTICLES OF INCORPORATION

of

ADA COUNTY LINCOLN DAY ASSOCIATION INC.

2015 NOV 17 PM 1:50

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the Incorporator of a nonprofit corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (the "Act"), for the purpose of forming a nonprofit corporation under the laws of the State of Idaho in compliance with the provisions of the Act, adopts the following Articles of Incorporation ("Articles").

**ARTICLE 1
NAME**

The name of the corporation is "Ada County Lincoln Day Association Inc." (the "Corporation").

**ARTICLE 2
NONPROFIT STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE 3
PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE 4
PURPOSES**

The Corporation is organized and shall be operated exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code"), including, but not limited, to actively supporting, honoring, and commemorating the memory and legacy of Abraham Lincoln. 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.

**ARTICLE 5
REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is 601 West Bannock Street, Boise Idaho 83702, and the name of its registered agent at such address shall be Givens Pursley Corporate Services LLC, an Idaho limited liability company.

ARTICLE 6 DIRECTORS

6.1 Board of Directors Determined by Bylaws of the Corporation.

The number of directors constituting the Board of Directors shall be determined in the manner provided by the Bylaws of the Corporation, but shall not be less than three (3). The powers, duties, qualifications, terms of office, manner of election, time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation.

6.2 Initial Board of Directors.

The number of directors constituting the initial Board of Directors shall be five (5). The names and addresses of the persons who are to serve as the initial directors are as follows:

Jan M. Bennetts	P.O. Box 7502, Boise, Idaho 83707
David H. Leroy	P.O. Box 193, Boise, Idaho 83701
Brandon D. Woolf	P.O. Box 2107, Boise, Idaho 83701
Cheryl Miller	1752 Canova Drive, Boise, Idaho 83706
Allison McClintick	671 East Segundo Meridian, ID 83646

ARTICLE 7 INCORPORATOR

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

Neal A. Koskella	601 West Bannock Street, Boise, Idaho 83702
------------------	---

ARTICLE 8 ADDRESS

The mailing address of the Corporation is P.O. Box 2203, Boise, Idaho 83701.

ARTICLE 9 MEMBERS

The Corporation shall have one class of Members. Members are individuals or entities which may be required to pay membership fees in such amounts and on such conditions as may be established by the Board of Directors. The Board of Directors may levy assessments upon Members. Before becoming a Member, an individual or entity must be approved by the Board of Directors, or a committee thereof, in a manner described in the Bylaws. Each Member shall be

entitled to one (1) vote on any issue or matter submitted to or required to be submitted to a vote of the membership.

ARTICLE 10 LIMITATIONS

10.1 Maintaining Exempt Organization Purpose.

Notwithstanding any other provision of these Articles, all of the purposes and powers of the Corporation shall be exercised exclusively in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(4) of the Code.

10.2 Stock and Profit Restrictions.

The Corporation shall not have or issue shares of stock. The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure in whole or in part to the benefit of, or be distributable to, its directors, any officer, or other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred on its behalf, and to make payments and distributions in furtherance of the purposes stated in Article 4 and consistent with the limitations provided in these Articles.

10.3 Authority to Act and Permitted Powers.

In general, and subject to such limitations and conditions as are or may be prescribed by law, by these Articles, or by the Bylaws of the Corporation, the Corporation shall have the authority to (i) engage in any and all such activities as are incidental or conducive to the attainment of the purposes of the Corporation set forth in Article 4, and (ii) exercise any and all powers authorized or permitted under any laws that are now, or hereafter may be, applicable or available to the Corporation.

ARTICLE 11 DIRECTOR LIABILITY LIMITATIONS

A director shall have no liability to the Corporation for monetary damages for conduct as a director to the full extent permitted by applicable law as then in effect, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by a director, where the director votes or assents to a distribution which is unlawful or violates the requirements of these Articles, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE 12 INDEMNIFICATION

12.1 Right to Indemnification.

Each person who is or was threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit, or proceeding, whether civil, criminal, administrative, or investigative, because that person is or was a director or officer of the Corporation or, while a director or officer, that person is or was serving at the request of the Corporation as a director, trustee, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee, or agent or in any other capacity while serving as a director, trustee, officer, employee, or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability, and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties, and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors, and administrators; provided, however, that except as provided in this Article regarding proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification for a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article or otherwise.

12.2 Right of Claimant to Bring Suit.

If a claim for which indemnification is required under this Article is not paid in full by the Corporation within sixty (60) days after a written claim (that includes reasonable evidence of all such amounts requested) has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the

Corporation (including its Board of Directors, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the Corporation (including its Board of Directors or independent legal counsel) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

12.3 Indemnification Procedures Exclusive.

The procedures for indemnification set forth in this Article 12 are in lieu of the procedures set forth by Section 30-30-626 of the Act.

12.4 Nonexclusivity of Rights.

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute or any provision of the Articles, Bylaws of the Corporation, agreements, votes of members or disinterested directors of the Corporation or otherwise.

12.5 Insurance, Contracts and Funding.

The Corporation may maintain insurance at its expense to protect itself and any director, trustee, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such persons against such expense, liability or loss under the Act. The Corporation may, without further membership action, enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

12.6 Indemnification of Members, Employees, and Agents of the Corporation.

The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to members, employees, and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Act, or otherwise.

**ARTICLE 13
AMENDMENT TO ARTICLES**

The Corporation reserves the right to amend or repeal any of the provisions contained in these Articles in any manner now or hereafter permitted by law.

**ARTICLE 14
DISTRIBUTION UPON 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 located in the region as shall at the time qualify as either (i) a social welfare organization under Section 501(c)(4) of the Code, or (ii) an exempt organization under Section 501(c)(3) of the Code that is classified as a public charity described under Sections 509(a)(1) and 509(a)(2) of the Code, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed to the general fund of the United States Treasury or any state or local government, or as otherwise required by applicable law.

Dated: November 16th, 2015.


Neal A. Koskella, Incorporator

IDAHO SECRETARY OF STATE
11/17/2015 05:00
CK:28092 CT:1626 BH:1500854
1@ 30.00 = 30.00 INC NONP #2