

**ARTICLES OF INCORPORATION  
OF  
BOZIĆ FOUNDATION, INC.**

For Office Use Only

**-FILED-**

File #: 0003723461

Date Filed: 12/31/2019 7:43:00 AM

The undersigned, in order to form a nonprofit corporation under the Idaho Nonprofit Corporation Act, Title 30, Chapter 30, of the Idaho Code ("Act"), hereby executes the following Articles of Incorporation:

**ARTICLE 1. NAME**

The name of the corporation is Bozić Foundation, Inc. (the "Foundation").

**ARTICLE 2. PERIOD OF DURATION**

The duration of the Foundation is perpetual.

**ARTICLE 3. PURPOSES**

**3.1 Purposes.**

The Foundation is organized exclusively for charitable, religious, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

**3.2 Limitations.**

**3.2.1 Nonprofit Status.**

The Foundation shall not have or issue shares of stock. The Foundation is not organized for profit, and no part of its net earnings shall inure to the benefit of any member, Director or officer of the Foundation, or any private individual, except that the Foundation shall be authorized and empowered to pay reasonable compensation to its Directors or officers for services rendered, and to make payments and distributions in furtherance of the purposes of the Foundation and subject to the limitations of Sections 3.2.2 and 3.2.3 hereof.

**3.2.2 Distributions; Dissolution.**

No member, Director or officer of the Foundation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Foundation or the winding up of its affairs. Upon such dissolution or winding up, after paying or making adequate provision for the payment of all the liabilities of the Foundation, all the remaining assets of the Foundation shall be distributed by the Board of Directors, for a purpose or purposes similar to those set forth in Section 3.1 hereof, to any other organization that then qualifies for exemption under the provisions of Section 501(c)(3) of the Code. Any

such assets not so disposed of shall be disposed of by a Court of competent jurisdiction, exclusively for a purpose or purposes similar to those set forth in Section 3.1 hereof, or to such organization or organizations, as said court shall determine, that are organized and operated for similar purposes.

### **3.2.3 Prohibited Activity.**

(a) No substantial part of the activities of the Foundation shall be devoted to attempting to influence legislation by propaganda or otherwise, except as may be permitted to Section 501(c)(3) organizations by the Code. The Foundation shall not, directly or indirectly, participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Foundation shall not have objectives or engage in activities which characterize it as an "action" organization within the meaning of the Code.

(b) Notwithstanding any other provisions of these Articles of Incorporation, the Foundation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

(c) The Foundation is prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holding as defined in Section 4943(c) of the Code that would subject the Foundation to tax under Section 4943 of the Code, from making any investments that would subject the Foundation to tax under Section 4944 of the Code, and from making any taxable expenditure as defined in Section 4945(d) of the Code. If Section 4942 of the Code is deemed applicable to the Foundation, it shall make distributions at such time and in such manner that it is not subject to tax under Section 4942 of the Code.

### **3.3 Powers.**

In general, and subject to such limitations and conditions as are or may be prescribed by law, by these Articles of Incorporation, or by the Bylaws of the Foundation, the Foundation shall have the authority to:

(a) Engage in any and all such activities as are incidental or conducive to the attainment of the purposes of the Foundation set forth in Section 3.1 hereof, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value; and

(b) To exercise any and all powers authorized or permitted under any laws that are now, or hereafter may be, applicable or available to the Foundation.

## ARTICLE 4. BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of the Foundation.

## ARTICLE 5. DIRECTORS

### 5.1 Number.

The number of Directors of the Foundation shall be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided therein.

### 5.2 Initial Directors.

The number of Directors constituting the initial Board of Directors shall be three (3). The names and addresses of the persons who are to serve as the initial Directors are as follows:

Nick J. Guho	1300 W. Osprey Ridge Drive Eagle, Idaho 83616
Yvonne L. Guho	1300 W. Osprey Ridge Drive Eagle, Idaho 83616
Joshua O. Tyree	2914 N. Whidden St. Boise, Idaho 83702

**5.3 Descendants of Nick J. Guho and Yvonne L. Guho.** Nick J. Guho, Yvonne L. Guho, or their direct descendants shall at all times constitute the majority of the Board of Directors.

## ARTICLE 6. NO MEMBERS

The Foundation shall have no members.

## ARTICLE 7. LIMITATION OF DIRECTOR LIABILITY

To the full extent that the Act (as it exists on the date hereof or as it may hereafter be amended) permits the limitation or elimination of the liability of Directors, a Director of the Foundation shall not be liable to the Foundation or its members, if any, for monetary damages for conduct as a Director. Any amendments to or repeal of this Article 7 shall not adversely affect any right or protection of a Director of the Foundation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. If the Act is amended in the future to authorize corporate action further eliminating or limiting

eliminated or limited to the full extent permitted by the Act, as so amended, without any requirement of further action by the Foundation.

#### **ARTICLE 8. REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Foundation is 1300 W. Osprey Ridge Drive, Eagle, Idaho 83616, and the name of its initial registered agent at such address is **Nick J. Guho**.

#### **ARTICLE 9. AMENDMENT TO ARTICLES OF INCORPORATION**

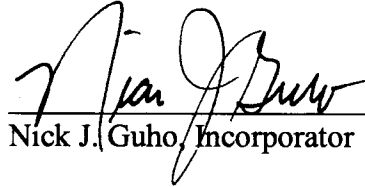
The Foundation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by law.

#### **ARTICLE 10. INCORPORATOR**

The name and address of the Foundation's incorporator is as follows:

Nick J. Guho  
1300 W. Osprey Ridge Drive  
Eagle, Idaho 83616

DATED: December 30, 2019.

  
\_\_\_\_\_  
Nick J. Guho, Incorporator