

**RESTATEMENT OF ARTICLES OF INCORPORATION  
OF IDAHO CORPORATION OF BENEDICTINE SISTERS**

For Office Use Only

**-FILED-**

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(Revised on November 10, 2018; Replaces those filed with the State of Idaho)

**ARTICLE I. NAME**

The name of this Corporation shall be the Idaho Corporation of Benedictine Sisters (hereafter, ICBS).

**ARTICLE II. NONPROFIT STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III. TERM**

The term for which this Corporation shall exist shall be perpetual.

**ARTICLE IV. LOCATION**

The registered agent of the Corporation shall be the President of said Corporation. The location and post office address of the registered office of this non-profit Corporation shall be 465 Keuterville Road, Cottonwood, Idaho County, Idaho 83522-5183.

**ARTICLE V. PURPOSES**

This Corporation is organized and shall be operated exclusively for religious, educational, charitable, and benevolent purposes, as these terms are used in Section 501(c)(3), Internal Revenue Code; to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

**ARTICLE VI. MEMBERSHIP**

The Corporation shall have Members, whose appointment, removal, rights, and obligations shall be set forth in the Bylaws.

**ARTICLE VII. BOARD OF DIRECTORS**

The governing body of this Corporation shall be a Board of Directors, the exact number of persons to serve on such Board to be specified in the Bylaws.

**ARTICLE VIII. POWERS**

The Corporation shall not exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (1) as a corporation which is exempt from federal income taxation as an organization described in the Section 501(c)(3) of the Internal Revenue Code; or (2) as a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

The Corporation shall not engage in any of the following activities:

(1) The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any

candidate for public office.

(2) No substantial part of the activities of the Corporation shall be for carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

#### ARTICLE IX. DISSOLUTION OF THE CORPORATION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, benevolent, eleemosynary, religious, social, scientific, cultural purposes and shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of Internal Revenue Code of 1954, or corresponding provisions of any future United States Internal Revenue Law. Any of such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Corporation is located, exclusively for such purposes or to such organization as said Court shall determine, which are organized and operated exclusively for such purposes.

In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

(2) Such assets as the Board of Directors determines shall be sufficient to provide for the long-term care of the Members of the Corporation, and other individuals as the Board of Directors may determine, shall be distributed to an organization or organizations that the Board of Directors may select to provide for such long term care, provided that each such organization shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code and provided further that the Board of Directors may not authorize any action under this paragraph that would violate Paragraph (4) of this article or would for any other reason jeopardize the Corporation's purposes as set forth in Article V of these Articles.

(3) The remaining assets shall be distributed in accordance with a plan of liquidation adopted by the Board of Directors to such religious organization or organizations that said Board of Directors shall determine have goals consistent with the Corporation, provided said organization or organizations shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

(4) The foregoing notwithstanding, in no event shall any of such assets or property be

distributed to any director or officer, or any private individual, for other than a charitable purpose.

## ARTICLE X. AMENDMENT

**The Articles of this Corporation may be repealed, or amended, as stated in the Bylaws.**

**CERTIFICATE OF RESTATEMENT OF ARTICLES OF INCORPORATION OF  
IDAHO CORPORATION OF BENEDICTINE SISTERS**

The undersigned officer, on behalf of and at the request of the Board of Directors of the Idaho Corporation of Benedictine Sisters, hereby certifies that it has issued a Restatement of their Articles of Incorporation. That:

The restated Articles update information that issues, requiring membership approval of the professed members in good standing of the monastic chapter of the Monastery of St. Gertrude, of which 32 were entitled to vote and 29 cast ballots for the amendment and 0 cast ballots against the amendment. The number of votes cast for approval of the amendment is sufficient for approval. Subsequently these Articles were amended and further the Board of Directors approved the changes.

**Dated this 10th day of November, 2018.**

Mary Ferneau, O.S.B.  
President of the Board of Directors

SUBSCRIBED AND SWORN TO BEFORE ME THIS 21<sup>st</sup> DAY OF January, 2019

Michele Byers, Notary Public, State of Idaho, at the  
Monastery of St Gertrude, 465 Keuterville Road, Cottonwood, Idaho 83522-5183.

Commission expires: 3/6/2020

Michelle Byers  
residing at Cottonwood, ID

STATE OF IDAHO )

County of Idaho )

Recorded at \_\_\_\_\_ on \_\_\_\_\_  
[time] [date]

