

**ARTICLES OF INCORPORATION**

IDAHO SECRETARY OF STATE

OF

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LIMBITLESS, Inc.

SECRETARY OF STATE  
STATE OF IDAHOCK:2642 CT:264523 BH:1496321  
1@ 30.00 = 30.00 INC NONP #2

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 30, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles"):

**Article I**

The name of the Corporation is LIMBITLESS, Inc.

**Article II**

The Corporation's registered office is located at 1577 N. Linder Road, Suite 212, Kuna, Idaho 83634, unless subsequently amended.

The Corporation's Registered Agent is Ron Kern at 1577 N. Linder Road, Suite 212, Kuna, Idaho 83634, unless subsequently amended.

**Article III**

The Corporation is a nonprofit corporation formed under the Act and is organized exclusively for charitable and educational purposes, including the generation and distribution of charitable contributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code as follows: The purposes for which the Corporation is organized and will operate are within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), as amended, including:

A. Fostering and generating charitable contributions and donations to provide aid to amputees and people with adaptive challenges, including a strong focus on military Veterans, resulting from limb loss and related conditions. The organization is dedicated to providing support and related equipment, devices, and education and support and other miscellaneous equipment and services to assist in fulfilling the needs of amputees and people with adaptive challenges resulting from limb loss and related conditions. Our desire is to promote a spirit of support, giving and partnership to assist amputees and those suffering from adaptive challenges with a better quality of life. The Corporation seeks to serve all people regardless of religion, race, ethnicity or gender.

B. To exercise all powers granted by law to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing contained in these Articles shall be deemed to authorize or permit the Corporation to carry on any business for profit or to exercise any power

or to do any act that a corporation formed under the Act may not at that time lawfully carry on or do; and

C. Any other lawful purpose under the Act and/or the Code.

#### Article IV

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the corporation shall be the 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 or in opposition to 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: (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### Article V

*The Corporation will not have members.*

#### Article VI

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, but in no case may be less than three (3). Directors shall be elected in the manner and for the term provided in the Bylaws of the Corporation.

The names and addresses of the persons constituting the initial Board of Directors are:

#### NAME

#### ADDRESS

Roma Newton

1577 N. Linder Road - Suite 212, Kuna, Idaho  
83634

Lisa Kern

1577 N. Linder Road - Suite 212, Kuna,  
Idaho 83634

Julie Larson

1577 N. Linder Road - Suite 212, Kuna,  
Idaho 83634

## **Article VII**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

## **Article IIX**

The name and address of the incorporator is Ronald Kern of 1577 N. Linder Road, Suite 212, Kuna, Idaho 83634.

## **Article IX**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation is authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors or by unanimous written consent in lieu of such meeting.

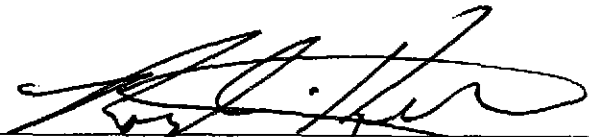
## **Article X**

The Corporation shall indemnify Officers and Directors of the Corporation to the fullest extent permitted under the Act.

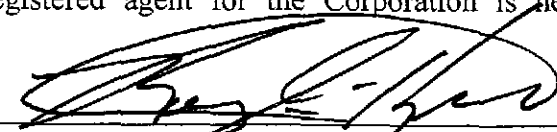
## **Article XI** **Period of Duration**

The period of duration of the Corporation is perpetual.

DATED this 14<sup>th</sup> day of October, 2015.

  
\_\_\_\_\_  
Ronald Kern, Incorporator

Appointment of the undersigned as registered agent for the Corporation is hereby acknowledged and accepted:

  
\_\_\_\_\_  
Ronald Kern, Registered Agent