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**RESTATED**  
**ARTICLES OF INCORPORATION**  
**of**  
**QUAKER HILL CONFERENCE, INC.**

The undersigned, being a natural person of full age and a citizen of the United States of America, in order to restate the amended Articles of Incorporation, pursuant to the Idaho Nonprofit Corporation Act, Chapter 30, Title 30, Idaho Code ("Act"), of the state of Idaho, does hereby certify as follows:

**ARTICLE I**

**Name**

The name of the corporation shall be "Quaker Hill Conference, Inc."

**ARTICLE II**

**Organization**

This corporation is organized as a non-profit corporation under the Act.

**ARTICLE III**

**Existence**

This non-profit corporation shall have perpetual existence.

**ARTICLE IV**

**Purposes and Limitations**

- A. The purposes for which the corporation is organized and will be operated are as follows: (1) charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3); (2) to receive and administer funds for charitable, religious, educational, or scientific purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1986; (3) to hold any property of any type, or any undivided interest in such property, without limitation as to amount or value; (4) to dispose of any such property and to invest, reinvest and/or deal with the principal or the income in such manner as, in the judgment of the Directors, will best promote the purposes of the corporation without limitation, except as to such limitations as may be contained in the instrument under which such property is received, the Articles of Incorporation, the Bylaws of the corporation or any other applicable law; and (5) to do any other act of thing incidental to, or connected with, the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Directors or officers except as permitted under the Act.

B1003-6453 06/12/2025 1:31 PM Received by Office of the Idaho Secretary of State

- B. No part of the net earnings of the corporation shall inure to the benefit of any member, director, trustee, corporate officer or any private individual; provided however, that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. No member, director, trustee, corporate officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on, or attempt to carry on, of propaganda to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office including the publication or distribution of statements.
- C. The corporation shall distribute its income for each taxable year at such time and in such manner so that it does not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- D. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- E. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- F. The corporation shall not make any investments or taxable expenditures in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- G. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- H. Notwithstanding any other provision of these Restated Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt under Section 501c(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may be amended, or by an organization for which contributions to the organization are deductible under Section 170c(2) of such Code and Regulations as they now exist or as they may be amended.
- I. The corporation shall adhere to the Mission Statement and Core Values as directed by the board of directors.

#### **ARTICLE V**

##### **Management**

The Board of Directors shall be vested with the management of all affairs of the corporation. The Board of Directors specified herein shall have the authority to adopt the Bylaws of the corporation, and the Board of Directors shall thereafter have the authority to amend the Bylaws by majority vote at an annual or special meeting of the Board of Directors.

#### **ARTICLE VI**

##### **Powers**

This charitable non-profit corporation shall have all powers permitted for a non-profit corporation under Idaho law, including without limitation those set forth in the Act.

#### **ARTICLE VII**

##### **Members**

The corporation shall have no members.

#### **ARTICLE VIII**

##### **Directors**

The affairs and business of this corporation shall be managed by a Board of Directors consisting of seven (7), who serve staggered two (2) year terms in accordance with the Bylaws. Vacancies in the Board of Directors shall be filled by the Board of Directors pursuant of the provision of the Bylaws.

#### **ARTICLE IX**

##### **Election of Directors**

The Board of Directors shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors.

#### **ARTICLE X**

##### **Registered Office**

The street address of the registered office of the corporation shall be 1440 Warren Wagon Road, McCall, Idaho 83638.

#### **ARTICLE XI**

##### **Registered Agent**

The registered agent of this corporation shall be Cory Smith whose address is 1140 S Allante Ave, Boise, ID 83709.

#### **ARTICLE XII**

##### **Officers**

As appointed by the Board of Directors.

#### **ARTICLE XIV**

##### **Distribution on Termination**

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. In doing so, the Board of Directors shall distribute such assets among so many of the following nonprofit organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine: Northwest Yearly Meeting of Friends Church or its successor to be used in a way that directly benefits evangelical ministries in the greater Treasure Valley area. 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 XV

#### **Changes to Articles of Incorporation**

The Articles of Incorporation may be amended at the discretion of a majority of the board of directors, but any changes in the relationship between the Corporation and Northwest Yearly Meeting (or its churches) must be approved by both the board of directors and Northwest Yearly Meeting or its administrative council.

IN WITNESS WHEREOF, the undersigned Secretary of said charitable nonprofit corporation has hereunto signed these Restated Articles of Incorporation this 30 day of May, 2025.

Larry Taylor  
Larry Taylor, Secretary

STATE OF IDAHO

ss.

County of Canyon

On this 30 day of May, 2025, before me, the undersigned, a Notary Public in and for said State, personally appeared Larry Taylor, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same as the Secretary of QUAKER HILL CONFERENCE, INC.

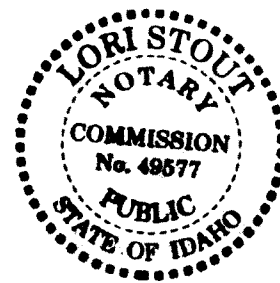
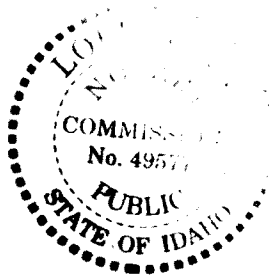
IN WITNESS WHEREOF, I Have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Lori Stout

Notary Public for Idaho

Residing at Canyon, Idaho

Commission Expires: 3/23/2031



QUAKER HILL CONFERENCE, INC.