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SECRETARY OF STATE
STATE OF IDAHO

Articles of Incorporation
of
Idaho FabLab Inc.,
an Idaho nonprofit corporation

KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned, for the purpose of forming a nonprofit corporation under the laws of the state of Idaho in compliance with the provisions of Title 30, Chapter 3, Idaho Code as may be amended from time to time (the "Idaho Nonprofit Corporation Act"), does hereby certify, declare and adopt the following Articles of Incorporation ("Articles"):

ARTICLE I
NAME

The name of the corporation shall be Idaho FabLab Inc. (the "Corporation").

ARTICLE II
ORGANIZATION AND PURPOSES

The Corporation is organized and shall be operated exclusively as a charitable, educational and scientific organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and as may be further amended from time to time (the "IRC"), or the corresponding provisions of any future federal tax law.

The Corporation shall engage in activities designed to offer opportunities for entrepreneurial development, enrichment and growth to benefit the Latah County community, all of Idaho and the Nation. Subject to the limitations set forth in Article VI of these Articles, such activities may include, but are not limited to, the following:

- A. Accelerating and supporting the advancement of new, high-tech job generating businesses.
- B. Developing facilities that will provide individuals with access to manufacturing machinery and equipment, including high-tech, computer controlled machinery and equipment.
- C. Training individuals to become skillful business administrators with emphasis on bringing job creating products and services to commercial viability.
- D. Providing individuals with access to product development, management, marketing, accounting and/or legal services in support of job generating business.

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E. Exercising all powers granted by law necessary and proper to carry out the above-stated purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other thing of value.

F. Transacting any and all lawful business, consistent with the purposes stated above, for which nonprofit corporations may be incorporated and operated under the laws of the state of Idaho in effect from time to time.

Nothing herein 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 Idaho Nonprofit Corporation Act may not lawfully carry on or do.

ARTICLE III

NO MEMBERS

The Corporation shall not have members, as that term is defined in the Idaho Nonprofit Corporation Act.

ARTICLE IV

NONPROFIT STATUS, DURATION AND DISSOLUTION

The Corporation is a nonprofit corporation and shall have perpetual existence. In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively as social and recreation clubs or for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under § 501(c) (3) of the IRC as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any member, director or officer, or any private individual.

ARTICLE V

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) and not more than nine (9) individuals.

The initial Board of Directors will consist of three (3) individuals whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
1. Michael Denis Meehan	321 East Palouse River Drive, Moscow, ID 83843
2. Donna Meehan	321 East Palouse River Drive, Moscow, ID 83843
3. William Meehan	321 East Palouse River Drive, Moscow, ID 83843

The powers, duties, actual number from time to time, qualifications, terms of office, manner of election and time and criteria for removal of Directors shall be determined as set forth in the Bylaws of the Corporation.

ARTICLE VI

LIMITATIONS

No part of the net earnings of the assets of the Corporation shall inure to the benefit of, or be distributable to, its Directors, 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 in Article II of these Articles. Except as permitted under Section 501(h) of the IRC (for any period such provision applies to the Corporation), no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. 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 activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the IRC, or by an organization, contributions to which are deductible under Section 170(d)(2) of the IRC.

ARTICLE VII

DIRECTOR LIABILITY LIMITATIONS

A Director shall have no liability to the Corporation for monetary damages for conduct as a Director, except for acts or omissions that involve intentional misconduct by the Director or a knowing violation of law by a Director, or where the Director votes or assents to a distribution which is unlawful or violates the requirements of these Articles of Incorporation, 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. If the Idaho Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a Director shall be eliminated or limited to the full extent permitted by the Idaho Nonprofit Corporation Act as so amended without need for further amendment of these Articles of Incorporation or any other action by the Board of Directors. 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 VIII

INDEMNIFICATION

The Corporation shall indemnify to the fullest extent permitted by the Idaho Nonprofit Corporation Act any person who is made, or threatened to be made, a party to an action, suit, or

proceeding, whether civil, criminal, administrative, investigative, or otherwise, including an action, suit, or proceeding by or in the right of the Corporation, by reason of the fact that the person is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request for the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The right to, extent of and amount of indemnification shall be determined in accordance with the provisions of the Idaho Nonprofit Corporation Act.

ARTICLE IX **BYLAWS**

The Board of Directors shall adopt the initial Bylaws of the Corporation. Except to the extent otherwise provided in the Bylaws of the Corporation, the authority to make, alter, amend or repeal the Bylaws of the Corporation is vested in the Board of Directors.

ARTICLE X **REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is 321 East Palouse River Drive, Moscow, Idaho 83843. The name of its initial registered agent at such address is Michael Denis Meehan.

ARTICLE XI **INCORPORATOR**

The name and address of the incorporator is Michael Denis Meehan, 321 East Palouse River Drive, Moscow, Idaho 83843.

ARTICLE XII **AMENDMENTS**

These Articles of Incorporation may be modified, altered or amended by at least a two-thirds (2/3rds) affirmative vote of all Directors at a meeting of the Board of Directors provided notice of the text of any such proposed modification, alteration and/or amendment be given to all members of the Board of Directors at least seven (7) days prior to any such meeting.

IN WITNESS WHEREEOF, the undersigned incorporator has signed these Articles of Incorporation this 21st day of August, 2012.



Michael Denis Meehan
Incorporator