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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
THE BRIDGE HOME FOR CHILDREN, INC.**

An Idaho Nonprofit Corporation

The undersigned, who is a citizen and resident of the United States of America and is over the age of majority, does hereby execute and make the following Articles of Incorporation ("Articles") for the purposes of forming a nonprofit corporation (Corporation") pursuant to the Idaho Nonprofit Corporation Act, Title 30, Chapter 3 of the Idaho Code ("Act") and does hereby certify:

**ARTICLE I
NAME**

The name of this Corporation shall be: The Bridge Home For Children, INC.

**ARTICLE II
PURPOSE**

This Corporation is formed for charitable purposes within the meaning of the Internal Revenue Code 501(c)(3). Specifically, the Corporation shall engage in activities designed to offer a home that supports the needs of children and youth entering the foster care system. The Corporation's activities as described herein are limited to only those which further its charitable purposes, except the Corporation may engage in any lawful activities which are insubstantial to the Corporation's purposes even if they do not further its charitable purposes.

**ARTICLE III
POWERS**

The Corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes as stated in Article II, so long as they are consistent with Idaho law and the Internal Revenue Code and related rules and regulations (collectively "IRC"). Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities which are not permitted to be carried on by a corporation exempt from federal income tax pursuant to 501 (c)(3).

**ARTICLE IV
MEMBERSHIP**

The Corporation shall have no members. Any action that would require the approval of the members shall only require approval of a majority of all members.

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Board of Directors ("Board"). All rights that would otherwise vest in the members of the Corporation shall vest in the Board.

ARTICLE V RESTRICTIONS

- (1) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Board, the Corporation's directors, the Corporation's officers, or other private persons, except to the extent permissible by law and 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 Corporation's purposes set forth in Article II.
- (2) No 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 any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE VI AMENDMENTS

All provisions of these Articles shall be subject to amendment by the majority vote of the Board at any annual meeting or at any special meeting, providing that each director is provided seven (7) days written notice that the amendment will be voted upon is included in the notice of the meeting (unless the notice is waived by the director). Additionally, the amendment may be adopted without a meeting if the amendment is adopted in compliance with the Bylaws of The Bridge Home for Children ("Bylaws"). All amendments of these Articles shall be consistent with the provisions of Idaho law and the IRC.

ARTICLE VII DISSOLUTION

Upon the dissolution of the Corporation, the Board shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the Corporation's assets to (1) exclusively to further the purposes of the Corporation as stated in Article II or (2) to further the purpose of an organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes and which qualify as tax-exempt organization(s) pursuant to the IRC. Any of the assets not disposed of by the Board shall be disposed of by a court of competent jurisdiction of the State of Idaho in the county in which the principal office of the Corporation is then located.

ARTICLE VIII REGISTERED OFFICE

The registered office of the Corporation shall be located at 10902 Crusier, Boise, ID, 83709, and the registered agent shall be Leslie Drake.

ARTICLE IX DURATION

The duration of this Corporation shall be perpetual unless it is dissolved pursuant to the Bylaws.

ARTICLE X MANAGEMENT

The affairs of the Corporation shall be managed by the Board to be elected as provided in the Bylaws, but in no case shall the number of Board's directors be less than nine (9). The directors shall hold their offices for 3 years or such other period as the Bylaws shall determine, and until their successors are elected and qualified. The initial directors of the Corporation shall be all of those persons who are named in Article XI, and the incorporator's Statement of Incorporator in Lieu of Organizational Meeting of The Bridge Home for Children.

ARTICLE XI TAX EXEMPTION

It is the intent of the incorporator that this Corporation shall be incorporated as a tax-exempt corporation to which deductible gifts may be made pursuant to the terms of the IRC. To that end, this Corporation shall be subject to all the restrictions and requirements now or hereafter imposed by the IRC, any rules and regulations duly and properly promulgated in the application and organization. In particular, in any year in which this Corporation is determined to be a "private foundation" as that term is defined in the IRC, its income must be distributed at such time and in such manner as not to subject this Corporation to taxes under IRC 4942, or in the regulations promulgated thereto, and the Corporation shall not engage in any act of self dealing as defined in IRC 4941(d), or in the regulations promulgated pursuant thereto, and shall not retain any excess business holdings as defined in IRC 4943(c), or under the regulations promulgated pursuant thereto, and shall not make any investments in such manner as to subject the Corporation to IRC 4944, Internal Revenue Code, or in the regulations promulgated pursuant thereto, and shall not make any taxable expenditures as defined in IRC 4945 (d), or in the regulations promulgated pursuant thereto. Additionally, if this Corporation is determined to be a "private foundation," the Corporation is authorized to terminate its status as a private foundation pursuant to IRC 507(b)(1).

ARTICLE XII
INITIAL DIRECTORS AND INCORPORATOR

The names and addresses of the initial directors of the Corporation are:

Leslie Drake
10902 Crusier
Boise, ID 83709

Molly Logan
3562 S. TK Avenue
Boise, ID 83705

Tom Turco
707 N. Armstrong Pl.
Boise, ID 83704

Mary Holden
4934 E. Arrow Junction
Boise, ID 83716

The name and address of the incorporator is:

Leslie Drake
10902 Crusier Drive
Boise, Idaho 83709

Leslie Drake
Leslie Drake, Incorporator