

**ARTICLES OF INCORPORATION OF
THE YAL FOUNDATION, INC.**

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In compliance with the requirements of the "Idaho Nonprofit Corporation Act," Idaho Code §§ 30-30-101, et seq., the undersigned, for the purpose of forming a corporation not for profit, and do hereby certify as follows:

ARTICLE I - NAME

The name of the corporation is The YAL Foundation, Inc.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSES

The purposes for which the corporation is founded are for charitable purposes and the transaction of any lawful activity, except as otherwise restricted herein. This corporation is organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE IV - MEMBERS

The corporation shall not have members.

ARTICLE V - REGISTERED OFFICE

The registered office of the corporation is located at 2541 E Gala St, Ste 310, Meridian, Idaho 83642.

ARTICLE VI - INCORPORATORS

The name and address of the incorporator of the corporation is Scott A. Tschirgi, Scott A. Tschirgi, Chartered, 877 W. Main Street, Suite 610, Boise, Idaho 83702.

ARTICLE VII - REGISTERED AGENT

The registered agent of the corporation, whose address is the same as that of the registered office of the corporation, is Scott A. Tschirgi, 877 W. Main Street, Suite 610, Boise, Idaho 83702.

ARTICLE VIII - BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors. The number of such board of directors shall be fixed from time to time by the Bylaws, but at no time shall the board be less than three (3) nor more than eleven (11). The names and addresses of the persons who are to act as the initial board of directors of the corporation, to serve until their successors have been selected, are:

NAME	Loretta Kay Dorman
ADDRESS	8727-11 Westmore Road San Diego, California 92126

NAME	Bryan A. Dorman
ADDRESS	8727-11 Westmore Road San Diego, California 92126

NAME	Michael N. Phelps
ADDRESS	2541 E Gala St, Ste 310 Meridian, Idaho 83642

The selection process for board members, as well as their terms, removal and duties, shall be provided for in the Bylaws of the corporation.

ARTICLE IX - DISSOLUTION

The corporation may be dissolved upon the affirmative vote of two-thirds (2/3) of the Board of Directors of the corporation pursuant to the Bylaws, entitled to vote such vote being taken at a meeting of the Board of Directors called for that purpose, or upon the written consent of all of the Board of Directors of the corporation. Upon the dissolution or other termination of the

corporation, no part of the property of the corporation, nor any of the proceeds thereof, shall be distributed to, or inure to the benefit of, any of the directors of the corporation, but all such property and proceeds shall, subject to the discharge of valid obligations of the corporation and to applicable provisions of law, be distributed, as directed by the board of directors of the corporation to or among any one or more corporations, trusts, community chests, funds or foundations described in § 501(c)(3) of the Internal Revenue Code of 1986 or any successor provisions or to the federal government of to a state or local government for a public purpose.

ARTICLE X - AMENDMENTS

Amendments to these Articles shall require the affirmative vote of a majority of the board of directors of the corporation then in office voting at a special meeting of the board of directors called for that purpose in accordance with Idaho Code § 30-30-702.

ARTICLE XI - ORGANIZATION

The affairs of the corporation shall be managed by its board of directors, and a majority of the number of directors then fixed by the Bylaws, excluding vacancies, shall constitute a quorum; provided, however a quorum shall not be less than one third (1/3) of the number of directors then fixed by the Bylaws. The officers of the corporation shall be a President, Vice-President, a Secretary and a Treasurer, and such other officers as may be provided for in the Bylaws.

ARTICLE XII - RESTRICTIONS

Pecuniary profit is not the object or purpose of this corporation. The corporation is organized and shall be operated exclusively for charitable purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign

(including the publishing or distribution of statements) on behalf of any candidate for public office. The property of this organization is irrevocably dedicated to charitable purposes. No part of the net earnings of the corporation shall inure to any organization not qualifying as exempt under Sec. 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any member, Director, or officer of the corporation nor to any other private persons, excepting solely such reasonable compensation that the Corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation.

Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code of 1986. The income of the corporation for each taxable year shall be distributed at such time and in such manner as not to be subject to tax under § 4942 of the Internal Revenue Code of 1986 and the corporation shall not engage in any act of self-dealing (as defined in § 4941(d) of such Code), retain any excess business holdings (as defined in § 4943(c) of such Code), make any investments referred to in § 4944 of such Code, or make any taxable expenditures (as defined in § 4945(d) of such Code) in such manner as to subject the corporation to tax pursuant to § 4945.

IN WITNESS WHEREOF, the undersigned incorporator of said Corporation has executed these Articles of Incorporation this 25 day of May, 2021.



SCOTT A. TSCHIRGI, Incorporator