

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
LEARNING WITH LUCKY, INC.**

*For Office Use Only*

**-FILED-**

File #: 0003505710

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The undersigned, as President and Secretary of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 30, Title 30, Idaho Code ("Act"), with an Organizational ID with the Idaho Secretary of State of C219086, at the direction of the Board of Directors, adopts the following Amended and Restated Articles of Incorporation ("Articles"), which shall supersede and replace any prior Articles of Incorporation for the Corporation.

**Article I – Name.**

The name of the Corporation is "Learning with Lucky, Inc."

**Article II – Nonprofit Status.**

The Corporation is a nonprofit corporation.

**Article III – Period of Duration.**

The period of duration of the Corporation is perpetual.

**Article IV – Registered Office, Registered Agent and Mailing Address.**

The address of the current registered office is 250 South 5<sup>th</sup> Street, Suite 660, Boise, Idaho 83702-7735, and the name of the current registered agent is Tyler Rice at Ahrens DeAngeli Law Group LLP. The mailing address of the Corporation is 9019 N. 83<sup>rd</sup> Street, Scottsdale, Arizona 85258.

**Article V – Purposes.**

The Corporation is organized exclusively for charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including but not limited to promoting and sponsoring a supplemental reading program designed for the first grade classroom, and the transaction of any lawful activity consistent with the foregoing purposes.

**Article VI – Limitations and Restrictions.**

Pecuniary profit is not the object or purpose of this Corporation. The property of the Corporation is irrevocably dedicated to the charitable purposes and no part of the net earnings or 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 V hereof. No substantial part of the activities of the Corporation shall be for 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 any candidate for public office. The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code; therefore, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal

income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

### Article VII – No Members.

The Corporation shall not have members.

### Article VIII – Board of Directors.

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 at no time shall the Board of Directors have less than three (3) members. The names and street addresses of the persons constituting the current Board of Directors, who are to serve until their successors have been selected, are:

<u>Names</u>	<u>Addresses</u>
Lindsay J. Toepke	9019 North 83 <sup>rd</sup> Street Scottsdale, Arizona 85258
Catherine Bayes	P.O. Box 2857 Post Falls, Idaho 83877
Jolene Sundheim	921 E. Bonnie Lane Colbert, Washington 99005

The selection process for additional or successor Directors, as well as Director terms, removal and duties, shall be set forth in the Bylaws of the Corporation.

### Article IX – Distribution on Dissolution.

The Corporation may be dissolved upon the affirmative vote of two-thirds (2/3rds) of the Board of Directors of the Corporation 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 members of the Board of Directors of the Corporation. Upon 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 or officers of the Corporation or any private person, 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 Section 501(c)(3) of the Internal Revenue Code or any successor provisions. Any property of the Corporation not so disposed of shall be disposed of by a court of competent jurisdiction in the district in which the principal office of the Corporation is then located, to such organization or organizations as said court shall determine, which are organized and operated exclusively for charitable purposes under § 501(c)(3) of the Internal Revenue Code.

### Article X – Amendments

Amendments to these Articles shall require the affirmative vote of a majority of the members 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 Section 30-30-612.

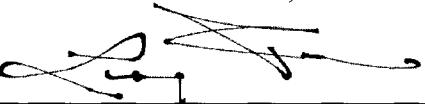
**Article XI – Bylaws.**

Provisions of the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

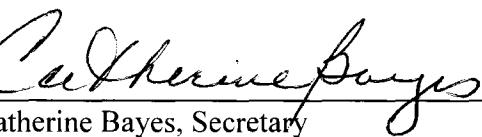
**CERTIFICATION**

This is to certify that the foregoing Amended and Restated Articles of Incorporation have been duly adopted by the Board of Directors at a meeting held on 04/16, 2019, and shall supersede and replace any prior Articles of Incorporation for Learning with Lucky, Inc.

LEARNING WITH LUCKY, INC.

By:   
Lindsay J. Toepke, President

Date: 04/16, 2019

By:   
Catherine Bayes, Secretary

Date: 4/20, 2019