

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
IDAHO RISING, INC.**

10 JUL 29 PM 1:31

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

**ARTICLE I
NAME OF THE CORPORATION**

The name of the Corporation is Idaho Rising, Inc.

**ARTICLE II
STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III
PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

ARTICLES - 1
July 27, 2010

IDAHO SECRETARY OF STATE
07/29/2010 05:00
CK: 7290 CT: 250007 BH: 1232700
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ARTICLE IV

REGISTERED OFFICE AND AGENT

The location of the Corporation is in the City of Moscow, County of Latah, and in the State of Idaho. The address of the initial registered office is 2129 North Polk Extension, Moscow, ID 83843, and the name of the initial registered agent at this address is David Morse.

ARTICLE V

PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

A. Idaho Rising, Inc (Idaho Rising) is an organization dedicated to general advocacy, including:

1. Engaging in non-partisan activities to encourage voter participation such as: voter registration, get out the vote drives, creating and distributing voter guides, and inviting all candidates for a political office to speak or debate for the general public.
2. Providing educational activities and publications to the general public on issues, not related to lobbying.
3. Engage in limited lobbying, if the board determines it necessary to elect to use "expenditure test" of Section 501(h) of the Internal Revenue Code of 1986.

B. 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).

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained 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 Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

ARTICLE VI LIMITATIONS

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. The Corporation shall not participate in, or intervene in, any political campaign on behalf of, or in opposition to, any candidate for public office. The Corporation will not contribute to political campaign funds or make public statements of position (verbal or written) made on behalf of the organization in favor of or in opposition to any candidate for public office. The Corporation will not conduct voter education or registration activities with evidence of bias that (a) would favor one candidate over another; (b) oppose a candidate in some manner; or (c) have the effect of favoring a candidate or group of candidates. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, unless the Corporations elects to use the "Expenditure test" under IRS Code 501(h). If the Corporation elects to do "limited lobbying," the Corporation shall not engage in "excess lobbying expenditures." Notwithstanding any other provisions of these Articles, 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, as amended from time to time.

ARTICLE VII

NO MEMBERS

The corporation shall not have any 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, which number shall be no less than three. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Cassandra Byrne-Finnley	1210 West A Street, #10, Moscow, ID 83843
Victor Mazo	1002 West A Street, Moscow, ID 83843
Carey Scott	847 Kenneth Street, Moscow, ID 83843

ARTICLE X
DISTRIBUTION ON DISSOLUTION

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 to such organization or 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. 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 XI
INCORPORATOR

The name and street address of the incorporator is David Morse, 2129 North Polk Extension, Moscow, ID 83843.

ARTICLE XII
BYLAWS

Provisions for 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.

DATED this 27 day of July, 2010.

David Morse
David Morse