

B0787-1713 04/03/2023 11:44 AM Received by Office of the Idaho Secretary of State

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**-FILED-**

File #: 0005185989

Date Filed: 4/3/2023 11:44:00 AM

**ARTICLES OF INCORPORATION  
OF  
THE ELIJAH ROCK FOUNDATION, INC.**

The undersigned, acting as the incorporator of **THE ELIJAH ROCK FOUNDATION, INC.**, an Idaho 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 **THE ELIJAH ROCK FOUNDATION, INC.**

**ARTICLE II  
NONPROFIT STATUS**

The Corporation is a not-for-profit, non-member, non-stock organization incorporated under the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, in the state of Idaho, with a principal place of business located at **9969 W. Sleepy Hollow Lane, Garden City, Idaho 83714.**

**ARTICLE III  
PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV**  
**REGISTERED OFFICE AND AGENT; MAILING ADDRESS**

The location of the Corporation is in the City of Garden City, County of Ada, and in the State of Idaho. The address of the initial registered office is located at **9969 W. Sleepy Hollow Lane, Garden City, Idaho 83714**, and the name of the initial registered agent at this address is **LESLEY MYRICKS**. The mailing address of the Corporation shall be **9969 W. Sleepy Hollow Lane, Garden City, Idaho 83714**.

**ARTICLE V**  
**PURPOSES**

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

A. To create and maintain innovative super-care Assisted Living and Memory Care communities with an emphasis on equity and scientific research for residents with Alzheimer's, aging brain disorders and other related dementias while applying music and arts-based interventions, creativity, science, and advanced technology to improve overall brain health and well-being.

B. To fund the works of creative minds in collaborations, projects and initiatives with individuals, organizations, universities, and medical institutions (beyond Assisted Living and Memory Care communities) in the areas of arts, science, medicine, global research, education and training to further the evolution of Alzheimer's disease, aging brain disorders, brain disfunctions and related dementia intervention, prevention, treatment, equity and awareness via grants, fellowships, initiatives, and scholarships.

C. To provide financial support to underserved persons and families unable to pay for long term Alzheimer's and dementia care costs and services.

D. To create and produce musical and other creative content in the form of physical and digital intellectual property (IP) in addition to the production of live, augmented reality (AR) and virtual reality (VR) artistic experiences for the purposes of research, intervention, prevention, education, and global awareness regarding the positive effects which art may prove to have on young minds and human beings with Alzheimer's disease, related dementias, and other brain disfunctions.

E. To perform charitable, religious, educational, or scientific activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such activities, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

F. 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 members, 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. 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 and shall consist of no less than three Directors. 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>
Theresa Rose D'Amore	1567 N. Harem Way Boise, ID 83714
Suzanne Fuhriman	4304 Cordoba Lane Idaho Falls, Idaho 83401
William E. Myricks, II	9969 W. Sleepy Hollow Lane Garden City, Idaho 83714
Lesley Myricks	9969 W. Sleepy Hollow Lane Garden City, Idaho 83714

## ARTICLE IX

### 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.

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**ARTICLE X  
INCORPORATOR**

The name and street address of the incorporator is **LESLEY MYRICKS**, located at **9969 W. Sleepy Hollow Lane, Garden City, Idaho 83714**.

**ARTICLE XI  
BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

**ARTICLE XII  
AMENDMENT**

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws as provided in in the Bylaws at a properly noticed special or regular meetings of the Board of Directors.

**ARTICLE XIII  
CONSTRUCTION AND SEVERABILITY**

If there is any conflict between the provisions of these Articles and the Bylaws of the Corporation, the provisions of these Articles shall govern. Should any of the provisions or portions of these Articles be held unenforceable or invalid for any reason, the remaining provisions and portions of these Articles shall be unaffected by such holding and construed to give these Articles the furthest enforcement and effect as possible consistent with the purposes of the Corporation and its exempt activities.

DATED this 29 day of March, 2023.

  
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LESLEY MYRICKS, Incorporator