

FILED EFFECTIVE

ARTICLES OF INCORPORATION

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of

Simple Mentoring, Inc.

SECRETARY OF STATE
STATE OF IDAHO

(An Idaho Non-Profit Corporation)

The undersigned, being a natural person of full age and a citizen of the United States of America, acting as incorporator of a non-profit corporation under the Idaho Nonprofit Corporation Act (hereinafter referred to as the "Act") and, in particular, Title 30, Chapter 30, Idaho Code, has adopted the following Articles of Incorporation for such corporation:

ARTICLE I
NAME AND ADDRESS

The name of the corporation shall be Simple Mentoring, Inc. The corporation's mailing address is 1033 Willow Lake Loop, Coeur d'Alene, ID 83815.

ARTICLE II
PURPOSES AND POWERS

Section 1 - Purposes. This Corporation is formed and organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation does not contemplate any profit or monetary gain to the Members thereof. The specific purposes for which it is formed are to strengthen families by providing educational resources to parents and children, establishing local and national mentoring campaigns, and developing networks that add value to families.

Section 2 - Profits. The corporation is not organized for profit nor to engage in any activity ordinarily carried on for profit. No part of the corporation's net earnings will inure to or be distributable for the benefit of its members, directors or any private individual. The corporation may make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3 - Powers. The corporation shall have and exercise the statutory powers provided for non-profit corporations within the State of Idaho, as specified in Title 30, Chapter 3, Idaho Code, as the same now exists or may after be amended, and further, the corporation shall have the power to do everything necessary, proper, advisable and/or convenient for the accomplishment of the purposes herein set forth and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other laws, or by these Articles of Incorporation.

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Section 4 - Dedication of Property. The income, property and assets of this corporation are irrevocable dedicated to charitable purposes.

Section 5 - Limitation on Activities. 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 in or intervene in any political campaign (including the publishing and distribution of statements) on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code; or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

ARTICLE III PERIOD OF DURATION

The corporation's period of duration shall be perpetual.

ARTICLE IV MEMBERS

Section 1 - Directors as Membership. The corporation's sole class of members shall be each of its directors. Each of the corporation's directors shall be a member of the corporation.

Section 2 - Rights and Liabilities of Members. The members of this corporation shall have no right, title or interest whatsoever in the corporation's income, property or assets. Nor shall any portion of such income, property or assets be distributed to any member upon the dissolution or winding up of this corporation. Members of the corporation shall not be personally liable for the debts, liabilities or obligations of the corporation. At no time shall the members be subject to assessments of any form or nature whatsoever.

ARTICLE V BYLAWS

The Board of Directors shall have the right to make and amend Bylaws for the Corporation in accordance with the applicable provisions of the Idaho Code for the governance and management of the corporation and its affairs. Any such Bylaws may be amended or repealed by an affirmative two-thirds (2/3) vote of the members of the Board of Directors.

ARTICLE VI

BOARD OF DIRECTORS

Section 1 - Exercise of Powers. The corporation shall conduct and manage its assets, property, business and affairs by and through a Board of Directors elected at the annual meeting of the Members; and by the initial Board of Directors appointed herein until the first election of Directors is held. At the first annual meeting the Members shall elect no fewer than four (4) Directors, as set out in the corporation's Bylaw's. The Board of Directors shall have all the lawful power necessary or convenient to carry out the duties set forth herein and in the Bylaws, unless otherwise prohibited by law.

Section 2 - Initial Board of Directors. The number of Directors constituting the corporation's initial Board of Directors is four (4), and the name and address of each person who is to serve as an initial Director until the first meeting of the Members or until the election and qualification of their successors are:

- (i) Nicholas R. Smoot
1033 Willow Lake Loop
Coeur d'Alene, ID 83815
- (ii) Jae Enos
4897 Mill River Ct.
Coeur d'Alene, ID 83814
- (iii) Robbi Croyle
213 S. Sunset Drive
Post Falls, ID 83854
- (iv) Steven J. Caires
2187 Meadowbrook Acres Road
Coeur d'Alene, ID 83814

ARTICLE VII

EXEMPTION

This corporation is organized under the Idaho Non-Profit Corporation Act and is intended to qualify as a non-profit corporation organized for charitable purposes, which pursuant to Section 501(c)(3) of the Internal Revenue code, as amended, is considered an organization exempt from income taxes. All provisions of these Articles of Incorporation shall be interpreted in accordance with said Section 501(c)(3) and in case of conflict between said Section and any provision of these Articles of Incorporation, these Articles of Incorporation shall in all events be interpret to be consistent with said Section 501(c)(3).

ARTICLE VIII
DISSOLUTION

The corporation may be dissolved in the manner required by law for the dissolution of non-profit corporations in the State of Idaho. Upon dissolution or final liquidation of the corporation, other than incident to a merger or consolidation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for such purposes. No part of such assets shall inure to or be distributable for the benefit of the corporation's members, directors or any private individual.

ARTICLE IX
REGISTERED OFFICE AND AGENT

The street address of the corporation's registered office in the State of Idaho is 1033 Willow Lake Loop, Coeur d' Alene, ID 83815. The registered office of the corporation may be relocated to such other place or location within the State of Idaho as may be determined by the Board of Directors. The name of the corporation's initial registered agent at such address is Nicholas R. Smoot.

ARTICLE X
INCORPORATOR

The name and address of the incorporator of the corporation is Nicholas R. Smoot, presently residing at 1033 Willow Lake Loop, Coeur d' Alene, ID 83815.

IN WITNESS WHEREOF the undersigned has executed these Articles of Incorporation on this 24th day of February, 2009.



NICHOLAS R. SMOOT, Incorporator