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ARTICLES OF INCORPORATION
OF
BILLION TREE PROJECT, INC.

The undersigned, acting as the Incorporator of Billion Tree Project, Inc. (the “Corporation”), a nonprofit corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 30, Title 30, Idaho Code (the “Act”), for the purpose of forming a nonprofit corporation under the laws of the State of Idaho in compliance with the provisions of the Act, adopts the following Articles of Incorporation (the “Articles”).

ARTICLE 1
NAME

The name of the Corporation is “Billion Tree Project, Inc.”

ARTICLE 2
DURATION

The Corporation shall have a perpetual duration.

ARTICLE 3
EXEMPT PURPOSES

Subject to Article 4 below, the Corporation is organized and shall be operated exclusively for charitable, scientific, literary and/or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as has been and may be amended or supplemented from time to time (the “Code”), including, without limitation, to improve the quality of life for people throughout the United States and the world, by:

- A. Procuring and planting trees throughout the United States and the world;
- B. Supporting and assisting individuals and other charitable entities to plant trees; and
- C. Educating the public about the importance of trees in combatting climate change and improving the environment.

The Corporation may receive gifts, bequests, and devises of property, both real and personal. The Corporation shall hold such property received and make contributions and gifts of income and principal in such amounts as the Board of Directors may determine, subject to the provisions of Idaho Code Section 30-30-302, the public charity rules set out in the Code and the rules and regulations promulgated thereunder (as the same may be amended from time to time, the

“Regulations”), and the limitations set out below enumerating those rules, requirements and restrictions. The Corporation shall have the right to decline or condition the acceptance of any gift, bequest or devise of property.

Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, or to exercise any power or do any act that a corporation formed under the Act may not at that time lawfully carry on or do.

ARTICLE 4 LIMITATIONS

4.1 Maintaining Exempt Organization Purposes. Notwithstanding any other provision of these Articles, all of the purposes and powers of the Corporation shall be exercised exclusively in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Code and any related Regulations and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Code or any successor provision and any related Regulations.

4.2 Stock and Profit Restrictions. The Corporation shall not have or issue shares of stock. The Corporation is not organized for profit and no part of the net earnings of the Corporation shall inure in whole or in part to the benefit of, or be distributable to, its directors, any officer, or other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred on its behalf, and to make payments and distributions in furtherance of the purposes stated in Article 3 above and consistent with the limitations provided in these Articles.

4.3 Lobbying and Political Campaign Restrictions. No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, except to the extent that an organization exempt from federal income tax under Section 501(c)(3) of the Code can engage in such activities without incurring any penalties, excise taxes or losing its status as an organization exempt from federal income tax under Section 501(c)(3) of the Code. The Corporation shall not, directly or indirectly, participate in or intervene in (including by the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have objectives or engage in activities that characterize it as an “action” organization within the meaning of the Code.

4.4 Authority to Act and Permitted Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, by these Articles, or by the Corporation’s Bylaws (the “Bylaws”), the Corporation shall have the authority to (i) engage in any and all such activities as are incidental or conducive to the attainment of the purposes of the Corporation set forth in Article 3 above, and (ii) exercise any and all powers authorized or permitted under any laws that are now, or hereafter may be, applicable or available to the Corporation.

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**ARTICLE 5
REGISTERED AGENT**

The initial registered agent of the Corporation is David J. Giles, M.D., whose address is 3066 South Whitepost Way, Eagle, Idaho 83616.

**ARTICLE 6
ADDRESS AND PRINCIPAL OFFICE**

The mailing address and principal office of the Corporation is 3066 South Whitepost Way, Eagle, Idaho 83616.

**ARTICLE 7
MEMBERSHIP**

The Corporation shall initially have one class of voting “members” (as defined under the Act). The Board of Directors may establish such additional voting and non-voting membership classes, having such rights and obligations as the Board of Directors may determine, in each case with the unanimous approval of all the members of the Board of Directors. No member, regardless of class, may transfer any of their rights as a member to any other member or third party.

All members of the initial class of voting members shall be referred to as “Founding Members.” Notwithstanding anything to the contrary in the Act or the Bylaws, each Founding Member shall have the right, in its sole and absolute discretion, to: (i) appoint one (1) person to serve as a Corporation director; and (ii) remove and/or replace such appointed director. A quorum of the class of Founding Members will be present at a meeting only when all of the votes entitled to be cast are represented in person, by proxy, by mailed written ballot, or by absentee ballot.

No person or organization may become a member of any class of members without the unanimous approval of the Founding Members. All remaining criteria and procedures for membership, and the rights and obligations of members, quorum requirements, and the like, shall be set forth in the Bylaws.

**ARTICLE 8
BOARD OF DIRECTORS**

The number of directors constituting the Board of Directors shall be determined in the manner provided in the Bylaws, but in all events shall consist of no fewer than three (3) directors and no more directors than the then-existing number of voting members of the Corporation. Except as provided in these Articles, the powers, duties, qualifications, manner of election, time and criteria for removal of directors shall be as set forth in the Bylaws.

The names and addresses of the Corporation’s initial directors are as follows:

David J. Giles, M.D.
3066 S. Whitepost Way
Eagle, ID 83616

Brooks T. Giles, Esq.
c/o Katten Muchin Rosenman LLP
525 W. Monroe Street
Chicago, IL 60661-3693

Hilary Hunt
6100 De Soto Avenue
Woodland Hills, CA 91367

**ARTICLE 9
DIRECTOR AND OFFICER LIABILITY LIMITED**

No director or officer shall have any liability to the Corporation for monetary damages for conduct as a director or officer to the full extent permitted by applicable law as then in effect, except for acts or omissions that: (i) constitute intentional misconduct; (ii) are a knowing violation of law or these Articles; (iii) assent to any unlawful distribution; or (iv) assent to any transaction from which the director or officer will receive money, property, or services to which the director is not legally entitled. Any repeal or modification of this Article 9 shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director or officer occurring prior to such repeal or modification.

**ARTICLE 10
INDEMNIFICATION**

The Corporation shall indemnify to the fullest extent permitted by the Act, each person who is or was a director, officer, employee, or other agent of the Corporation, or of any other corporation in which such person is serving, or served in any capacity at the request of the Corporation, against any and all liability and reasonable expense that may be incurred by such director, officer, employee, or other agent in connection with or resulting from any claim, action, suit, or proceeding, whether actual or threatened, in which such person may become involved, as a party or otherwise, by reason of being or having been a director, officer, employee, or other agent of the Corporation or of such other corporation, or by reason of any past or future action taken or not taken by such person in the capacity as, such director, officer, employee, or other agent, whether or not such person continues to be such director, officer, employee, or other agent at the time such liability or expense is incurred; provided, however, no such person shall be so indemnified where such person shall have been grossly negligent, or shall have engaged in willful misconduct in the performance of such person’s duties, or shall have had reasonable cause to believe that such person’s conduct was unlawful.

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**ARTICLE 11
DISSOLUTION**

Upon the dissolution and winding of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization or organizations recognized as exempt under Code Section 501(c)(3) as may be selected by the Board of Directors, and, to the extent practicable, shall be used to further the purposes for which this Corporation is organized. If the Board of Directors fails to distribute the assets of the Corporation for any reason, any such assets not disposed of shall be disposed of by the District Court of Ada County, Idaho, exclusively for purposes described under Section 501(c)(3) of the Code.

**ARTICLE 12
AMENDMENT**

Subject to applicable laws, these Articles may only be amended or repealed, and new articles adopted, by the unanimous approval of the Corporation's voting members.

**ARTICLE 13
INCORPORATOR**

The name and address of the incorporator of the Corporation is David J. Giles, M.D., whose address is 3066 South Whitepost Way, Eagle, Idaho 83616.

Dated: June 3, 2022.



David J. Giles, M.D., Incorporator