

**FILED AT THE REQUEST OF:**  
Karianne Fallow  
Go Lead Idaho, Inc.  
1365 W. Kenai Ct.  
Eagle, Idaho 83616

2013 OCT -7 PM 3: 08

SECRETARY OF STATE  
STATE OF IDAHO

**FILED BY:**  
Cheryl Allaire, Esq.  
Perkins Coie LLP  
1111 W. Jefferson St., Ste. 500  
Boise, Idaho 83702

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**ARTICLES OF INCORPORATION  
OF  
GO LEAD IDAHO, INC.**

The undersigned, in order to form a nonprofit corporation under the Idaho Nonprofit Corporation Act, hereby executes and submits the following Articles of Incorporation ("**Articles**"):

**ARTICLE 1. NAME**

The name of the corporation is Go Lead Idaho, Inc. ("**Corporation**").

**ARTICLE 2. DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE 3. PURPOSES**

**3.1 Purposes**

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue code of 1986, as amended (the "**Code**") including, but not limited to, engaging in non-partisan activities to encourage women to pursue leadership roles in businesses, appointed boards, and political office and educating the public on issues of general concern.

**3.2 Limitations**

**3.2.1 Nonprofit Status**

The Corporation shall not have or issue shares of stock. The Corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any director or officer of the Corporation, or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its directors and officers for services rendered, and to make payments and distributions to organizations that qualify as exempt under Section 501(c)(3) of

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the Code and otherwise in furtherance of the purposes of the Corporation and subject to the limitations of Sections 3.2.2 and 3.2.3 hereof.

### **3.2.2 Distributions; Dissolution**

No director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its affairs. Upon such dissolution or winding up, after paying or making adequate provision for the payment of all the liabilities of the Corporation, all the remaining assets of the Corporation shall be distributed by the Board of Directors, for a purpose or purposes similar to those set forth in Section 3.1 hereof, to any other organization that then qualifies for exemption under the provisions of Section 501(c)(3) of the Code.

### **3.2.3 Prohibited Activity**

(a) 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 or the making of contributions) any political campaign on behalf 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 (i) would favor one candidate over another; (ii) oppose a candidate in some manner; or (iii) have the effect of favoring a candidate or group of candidates. The Corporation shall not have objectives or engage in activities that characterize it as an "action" organization within the meaning of the Code.

(b) Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

(c) The Corporation is prohibited from engaging in any excess benefit transaction as defined in Section 4958(c) of the Code.

### **3.3 Powers**

In general, and subject to such limitations and conditions as are or may be prescribed by law, by these Articles, or by the Bylaws of the Corporation, the Corporation shall have the authority to (a) engage in any and all such activities as are incidental or conducive to the attainment of the purposes of the Corporation set forth in Section 3.1 hereof and (b) exercise any and all powers authorized or permitted under any laws that are now, or hereafter may be, applicable or available to the Corporation.

## **ARTICLE 4. REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Corporation is 1365 W. Kenai Ct., Eagle, Idaho 83616 and the name of the initial registered agent at such address is Karianne Fallow.

**ARTICLE 5. NO MEMBERS**

The Corporation shall have no members.

**ARTICLE 6. DIRECTORS**

**6.1 Number**

The number of directors of the Corporation shall be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided therein; provided, however, that the Board of Directors shall consist of no fewer than three (3) people.

**6.2 Initial Directors**

The number of directors constituting the initial Board of Directors shall be seven (7). The names and addresses of the persons who are to serve as the initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Karianne Fallow	1365 W. Kenai Ct., Eagle, ID 83616
Jessica Flynn	4018 Irving St., Boise, ID 83706
Cece Gassner	1215 E. Franklin St., Boise, ID 83712
Emily Walton	314 So. Harding St., Boise, ID 83705
Anne Wilde	4874 E. Dry Kiln Ct., Boise, ID 83716
Michele Wilson	1444 So. Gourley St., Boise, ID 83705
Krissa Wrigley	5903 So. Manzanita Ave., Boise, ID 83709

**ARTICLE 7. INCORPORATOR**

The name and address of the incorporator of the Corporation are as follows:

Karianne Fallow  
1365 W. Kenai Ct.,  
Eagle, ID 83616

**ARTICLE 8. BYLAWS**

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of the Corporation.

**ARTICLE 9. LIMITATION OF DIRECTOR LIABILITY**

To the full extent that the Idaho Nonprofit Corporation Act (as it exists on the date hereof or as it may hereafter be amended) permits the limitation or elimination of the liability of directors, a director of the Corporation shall not be liable to the Corporation for monetary damages for conduct as a director. Any amendments to or repeal of this Article 9 shall not adversely affect any right or protection of a director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

#### **ARTICLE 10. MAILING ADDRESS**

The mailing address of the Corporation shall be:

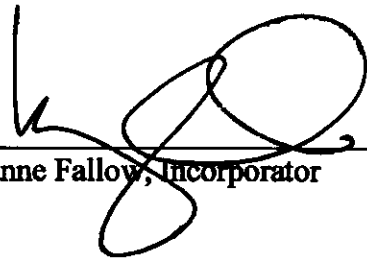
1365 W. Kenai Ct.,  
Eagle, ID 83616

#### **ARTICLE 11. AMENDMENT TO ARTICLES OF INCORPORATION**

The Corporation reserves the right to amend or repeal any of the provisions contained in these Articles in any manner now or hereafter permitted by laws.

*[Signature page follows.]*

IN WITNESS WHEREOF, the undersigned has subscribed these Articles effective as of  
October 3, 2013.



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Karianne Fallow, Incorporator