



ARTICLES OF AMENDMENT (Non-profit)

Title 30, Chapters 21 and 30, Idaho Code

Filing fee: \$30 typed, \$50 not typed

Complete and submit the application in duplicate.

FILED EFFECTIVE

2018 AUG 31 PM 3:34

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is:

Boise Angel Alliance, Inc.

If the corporation has been administratively dissolved and the corporate name is no longer available for use, the amendment(s) below must include a change of corporate name.

2. The text of each article being amended:

[Attached.]

3. The date of adoption of the amendment(s) was: August 3, 2018

4. Manner of adoption (check one):

☒ Each amendment consists exclusively of matters which do not require member approval pursuant to section 30-30-705, Idaho Code, and was, therefore, adopted by the incorporators, or by the board of directors. (Please fill spaces below)

a. The number of directors entitled to vote was: 6

b. The number of directors that voted for each amendment was: 6

c. The number of directors that voted against each amendment was: 0

☐ The amendment consists of matters other than those described in section 30-30-705, Idaho Code, and was, therefore adopted by the members. (Please fill spaces below)

a. The number of members entitled to vote was: _____

b. The number of members that voted for each amendment was: _____

c. The number of members that voted against each amendment was: _____

Printed Name: Mark Roberts, President

Signature: _____

Mark Roberts

Secretary of State use only

IDAHO SECRETARY OF STATE

08/31/2018 05:00

CK:36811 CT:1626 BH:1661941

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

BOISE ANGEL ALLIANCE, INC.

The undersigned, in the capacity indicated below and on behalf of Boise Angel Alliance, Inc., an Idaho non-profit corporation, (the "Corporation"), hereby certifies that, in compliance with Idaho Code Section 30-30-706, the following Amended and Restated Articles of Incorporation ("Articles") were duly adopted by the unanimous written consent of the Board of Directors of the Corporation on July 30, 2018. In accordance with Idaho Code Section 30-30-706(9), these Articles replace and supersede the original Articles of Incorporation of the Corporation, and all amendments and restatements thereof.

ARTICLE I NAME

The name of the Corporation is, "Boise Angel Alliance, Inc."

ARTICLE II REGISTERED AGENT

The Corporation's registered agent is First Corporation Solutions, Inc., whose address is 921 S Orchard St., Boise, ID 83705.

ARTICLE III DURATION

The period of the Corporation's duration shall be perpetual.

ARTICLE IV PURPOSES

The Corporation is an Idaho nonprofit corporation, organized under the Idaho Nonprofit Corporation Act (the "Act"), for any and all lawful purposes including, without limitation, providing forums for accredited investors and emerging companies to meet and exchange ideas regarding new and traditional investment structures used in the investment industry, new and existing approaches to investment transactions, and general methods of increasing efficiency in various types of investment transactions.

ARTICLE V DISTRIBUTIONS

No part of the income or net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director, or officer of the Corporation or to any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the corporation by any officer, director, member, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors).

ARTICLE VI MEMBERSHIP

The Corporation shall have one class of members. The membership class will have the same rights with respect to voting, dissolution, redemption and transfer. The Board of Directors may levy one or more assessments against the members, in such amounts and at such times as the Board of Directors may determine in its discretion.

ARTICLE VII MANAGEMENT

The affairs of the corporation shall be managed by its Board of Directors.

ARTICLE VIII BOARD OF DIRECTORS

The number of directors constituting the Board of Directors shall be determined in the manner provided by the Bylaws, but shall not be less than three (3). The powers, duties, qualifications, terms of office, manner of election, time and criteria for removal of directors shall be as set forth in the Bylaws.

ARTICLE IX DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, pursuant to Idaho Code Sections 30-30-1005 and 30-30-1006, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute of all of the assets of the Corporation to the then-existing Members pro-rata.

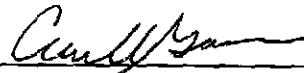
ARTICLE X AMENDMENTS

Except as otherwise required under the Act, these Articles may only be amended upon the approval of the Board of Directors. To the extent the Act requires the members to approve a certain amendment to these Articles, the members may approve the amendment by a vote of two-thirds (2/3) of the votes cast or a majority of the voting power of the members, whichever is less.

The undersigned, being the President and Secretary of the corporation, hereby represent that the foregoing Articles were approved by the Corporation's Board of Directors, effective July 30, 2018.



Mark Roberts, President



Cece Gassner, Secretary