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ARTICLES OF INCORPORATION
FOR
THERAPEUTIC ALLIANCE OF PROGRAM ALUMNI, LTD.
A Nonprofit Corporation

SECRETARY OF STATE
STATE OF IDAHO

The undersigned incorporator being over the age of eighteen (18) years, and for the purpose of forming a corporation under the Idaho Nonprofit Corporation Act, Chapter 30, Title 30, Idaho Code ("Act"), hereby certifies and adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is **Therapeutic Alliance of Program Alumni, Ltd.** (the "Corporation"), and it is a nonprofit corporation.

ARTICLE II
DURATION

The Corporation shall exist perpetually.

ARTICLE III
PURPOSES AND POWERS OF THE ASSOCIATION

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

- A) Any lawful activity related to therapeutic and young adult transition programs and services.
- B) The Corporation is organized exclusively for charitable, educational, scientific or literary purposes, including for such purposes, the making of 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. Consistent with that purpose, the Corporation shall have and exercise any and all powers, rights, and privileges which a corporation organized under the Idaho Nonprofit Corporation Act may now or hereafter have or exercise.
- C) To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, without limitation, 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 therefor, may not at that time lawfully carry on or do.

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ARTICLE IV **RESTRICTIONS**

No part of the earnings 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 III. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation beyond what is allowable under section 501(c)(3) of the Internal Revenue Code, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V **REGISTERED AGENT**

The registered agent shall be Lyons O'Dowd, PLLC, 201 N. 3rd Street, Coeur d'Alene, ID, 83814.

ARTICLE VI **BOARD OF DIRECTORS; INCORPORATOR**

The affairs of the Corporation shall initially be managed by a board of four (4) directors. Any change in the number of directors of the Corporation shall be made in accordance with the Bylaws of the Corporation. The names and addresses of the initial four (4) directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Daniel Hanks	211 Coeur d'Alene Ave. Coeur d'Alene, ID 83814
John Winton	3210 Kootenai Trail Rd. Bonners Ferry, ID 83805
Cynthia Cohen	4 Creamery Rd. Great Barrington, MA 01230
Adam Cohen-Congress	4 Creamery Rd. Great Barrington, MA 01230

The name and address of the incorporator of the Corporation is Krista M. Bartels, Lyons O'Dowd, PLLC, 201 N. 3rd Street, Coeur d'Alene, ID 83814.

ARTICLE VII **MAILING ADDRESS**

The mailing address of the Corporation is 211 Coeur d'Alene Ave., Coeur d'Alene, Idaho 83814.

ARTICLE VIII **MEMBERS**

The Corporation does not have voting members.

ARTICLE IX **INDEMNIFICATION**

A director of the Corporation shall not be personally liable to the Corporation for monetary damages arising from any conduct as a director, except this limitation on liability shall not apply to (i) acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director; or (ii) any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. If the Idaho Uniform Business Organizations Code, the Idaho Nonprofit Corporation Act and/or any other Idaho law is amended to authorize corporate action further eliminating or limiting the personal liability of corporate directors, then the liability of a director of this Corporation shall be eliminated or limited to the fullest extent permitted by such law or laws, as so amended.

Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

The Corporation has the power to indemnify, and to purchase and maintain insurance for, its directors, officers, employees, and other persons and agents. Without limiting the generality of the foregoing, the Corporation shall indemnify its directors against all liability, damages, and costs or expenses (including attorneys' fees) arising from or in any way connected with service for, employment by, or other affiliation with this Corporation to the maximum extent and under all circumstances permitted by law.

ARTICLE X **DISSOLUTION**

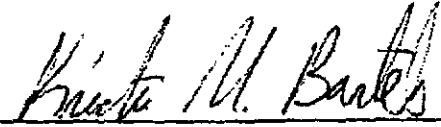
Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not

disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI **AMENDMENT**

These Articles of Incorporation shall be subject to amendment from time to time as provided by law, except that no such amendment shall be made which would change the purposes and powers of this corporation to include purposes and powers which would not be exclusively charitable, educational, scientific or literary, or which would permit the net earnings of the corporation to inure to the benefit of any member, donor or private individual, or which would permit any transaction or activity not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

DATED this 9th day of January, 2017.



Krista M. Bartels
Incorporator