

**Articles of Incorporation  
For  
Palouse Mindfulness Inc.  
(Nonprofit)  
Title 30, Chapters 21 and 30, Idaho Code**

*For Office Use Only*

**-FILED-**

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**Article 1: Name**

The name of the corporation shall be Palouse Mindfulness Inc.

**Article 2: Effective Date**

The corporation shall be effective when filed with the Secretary of State.

**Article 3: Purposes**

General Nonprofit

**Article 4: Voting Members**

The corporation does not have voting members.

**Article 5: Asset Distribution on Dissolution**

Upon the dissolution of the corporation, assets 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 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 so disposed of 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 said Court shall determine, which are organized and operated exclusively for such purposes.

**Article 6: IRS Designation**

501(c)(3) purpose for which the corporation is organized:

The Corporation is organized exclusively for charitable, religious, educational, and scientific 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. Within the scope of the foregoing purposes and without limiting the generality of the foregoing, the Corporation is organized and will be operated to make mindfulness meditation available to all.

**Article 7: Mailing Address**

The mailing address of the corporation shall be:

Dave Potter  
1009 Tolo Trl.  
Moscow, ID 83843

**Article 8: Registered Office and Agent**

The name of the Corporation's initial registered agent and street address of its registered office in the State of Idaho is:

Dave Potter  
1009 Tolo Trl.  
Moscow, ID 83843

**Article 9: Incorporator Name(s) and Address(es)**

The name(s) and address(es) of the Incorporator(s) are as follows:

Dave Potter  
1009 Tolo Trl.  
Moscow, ID 83843

**Article 10: Directors**

The Corporation shall be managed by a Board of Directors. The number of directors shall from time to time be fixed by, or in the manner provided in the Bylaws; provided, however that the number of directors shall not at any time be less than three (3).

The names and addresses of the initial directors are:

Dave Potter  
1009 Tolo Trl.  
Moscow, ID 83843

Lauren Fins  
1009 Tolo Trl.  
Moscow, ID 83843

Sue Weaver  
1320 Public Ave.  
Moscow, ID 83843

Moira Novack  
18 East Macon St.  
Savannah, GA 31401

E. N. Burson  
277 Ivy Ln.  
Auburn, AL 36830

Patricia Bermudez Gonzalez  
1009 Tolo Trl.  
Moscow, ID 83843

### **Article 11: Nonprofit Provisions**

The Corporation is a nonprofit corporation and is not organized for the private gain of any person.

The Corporation is not organized for the pecuniary profit, nor shall it ever operate for the primary purpose of carrying on a business for profit. The Corporation shall not have any power to issue certificates of stock or declare dividends. The balance, if any, of all money and other assets received by the Corporation, after the payment in full of all debts and obligations of the Corporation of whatsoever kind and nature, shall be used and distributed exclusively for carrying out only the purposes of the Corporation as particularly set forth in Article 6 hereof.

Notwithstanding any other provisions of these Articles of Incorporation or the Corporation's Bylaws, the Corporation shall neither have nor exercise any power nor shall it engage directly or indirectly in any activity that might invalidate its status (a) as a corporation, which is exempt from federal income taxations as an organization described in Section 501(c)(3) of the Code; or (b) as a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in Article 6 hereof.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate of public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

### **Article 12: Amendment to Articles of Incorporation**

These Articles of Incorporation may be altered or amended in whole or part by the affirmative vote of a majority of the Directors of the Corporation in office.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation this 28th day of April, 2021.

Dave Potter

Dave Potter  
1009 Tolo Trl.  
Moscow, ID 83843