

ARTICLES OF INCORPORATION  
OF  
IDAHO RIGHTS FOUNDATION, INC.

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30 of the Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles") for the Corporation.

ARTICLE I  
NAME OF THE CORPORATION

The name of the Corporation is Idaho Rights Foundation, Inc.

FILED EFFECTIVE  
10 MAR 30 PM 4:03  
SECRET  
STATE OF IDAHO  
IDAHO SECRETARY OF STATE  
03/30/2010 05:00  
CK: 1713 CT: 20658 DH: 1215417  
1 B 30.00 = 30.00 INC NONP # 2

ARTICLE II  
STATUS

The Corporation is a nonprofit corporation intended to qualify as a tax exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or to corresponding provisions of subsequent internal revenue laws of the United States (the "Code"). The Corporation is also intended to be an organization described under Section 509 of the Code as a private Corporation. The Corporation is subject to the provisions of Idaho Code Section 30-3-13 addressing private Corporations, the terms of which are specifically incorporated herein by this reference.

ARTICLE III  
PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV  
REGISTERED OFFICE AND AGENT

The location of the Corporation is in the City of Boise, County of Ada, and in the State of Idaho. The address of the initial registered office is 7326 Rim Road, Nampa, ID 83686, and the name of the initial registered agent at this address is Maurice Clements.

ARTICLE V  
PURPOSES

The Corporation is organized exclusively for charitable purposes and specifically for the purpose of (i) advancing and defending individual property rights and civil liberties protected under the law; (ii) to carry out educational activities regarding civil rights and liberties under the Constitution of the United States of America and (iii) making contributions and gifts to organizations that qualify as tax exempt organizations under Section 501(c)(3) of the Code and which are not private Corporations as defined under Section 509 of the Code.

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 limitations set out below enumerating those rules, requirements, and restrictions.

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## ARTICLE VI

### COMPLIANCE WITH CODE PROVISIONS TO AVOID TAX UNDER SECTIONS 4941 THROUGH 4945 OF THE CODE

In compliance with provisions of the Code to avoid tax under Sections 4941 through 4945 of the Code, the Corporation:

- (1) shall distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code;
- (2) shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Code;
- (3) shall not retain any excess business holdings as defined in Section 4943(c) of the Code;
- (4) shall not make any investments in any manner as to subject the Corporation to tax under Section 4944 of the Code; and
- (5) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

## ARTICLE VII LIMITATIONS

No part of the net earnings or the assets 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 V hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time.

## ARTICLE VII MEMBERS

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles and the Bylaws of the Corporation grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon approved application and payment of the annual dues fixed by the Board of Directors.

## ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which number shall be no less than three (3) and no more than seven (7). A Director of the Corporation shall not be required to be a member of the Corporation. Other than the Directors

constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

| <u>Name</u>      | <u>Address</u>                           |
|------------------|------------------------------------------|
| Maurice Clements | 7326 Rim Road, Nampa, ID 83686           |
| Jim Harris       | 5656 W. Beachfront Lane, Boise, ID 83703 |
| Ralph Smeed      | 1317 S. Idaho Ave., Caldwell, ID 83605   |
| Judy Boyle       | 2301 Valley Rd., Midvale, ID83645        |

## ARTICLE IX DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of 501 (c) (3) of the Code, or corresponding adopted, 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.

## ARTICLE X MEMBERSHIP DUES

Membership dues may be charged to all members or classes of membership in equal amounts or different amounts or proportions and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

## ARTICLE XI INCORPORATOR

The name and street address of the incorporator is Wm. Lyman Belnap, 1401 Shoreline Dr., Ste. 2, Boise, Idaho 83702

ARTICLE XII  
BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 29<sup>th</sup> day of March, 2010.

Wm. Lyman Belnap  
Wm. Lyman Belnap, Incorporator