

**ARTICLES OF INCORPORATION**  
**OF**  
**WHITE CLOUDS PRESERVE, INC.**

2018 AUG 15 PM 3:20  
SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as the incorporator of the above-named nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation ("Articles") for such Corporation:

**ARTICLE I**  
**NAME OF THE CORPORATION**

The name of the Corporation is WHITE CLOUDS PRESERVE. INC.

**ARTICLE II**  
**STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III**  
**PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV**  
**PURPOSES**

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 for any future federal tax code.

**ARTICLE V**  
**POWERS**

The Corporation shall have all of the powers granted to nonprofit corporations under the laws of the State of Idaho. However, notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the tax exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code as such provisions are presently in force and effect, or as they may be amended from time to time.

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**ARTICLE VI**  
**LIMITATIONS ON DISTRIBUTIONS AND ACTIVITIES**

(A) No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, any 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 IV hereof.

(B) No 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.

(C) Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other 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 of 1986, as amended from time to time, 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 VII**  
**NO MEMBERS**

The Corporation shall not have any members.

**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 no fewer than three (3) and no more than seven (7). Other than the Directors constituting the Initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

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

Eric M. Younger, PO Box 10117, Ketchum ID 83340, President;  
Heidi M. Campbell, PO Box 10117, Ketchum ID 83340, Vice-President;  
Scott D. Younger, 1000 SW 43rd St., Renton WA 98057, Treasurer;  
Laurence J. Lucas, PO Box 1342, Boise ID 83701, Secretary.

## **ARTICLE IX** **DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organization, as such court shall determine to be consistent with the purposes of the Corporation.

## **ARTICLE X** **REGISTERED OFFICE AND AGENT**

The location of the Corporation is in the City of Ketchum, County of Blaine, in the State of Idaho. The address of the initial registered office is 2800 N. Tartan St., Boise, Idaho, 83702, and the name of the initial registered agent at this address is Laurence J. Lucas, Esq.

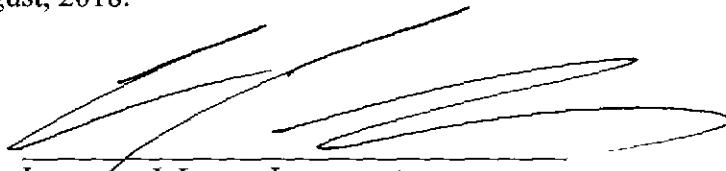
## **ARTICLE XI** **INCORPORATOR**

The name and address of the incorporator is Laurence J. Lucas, PO Box 1342, Boise, Idaho 83701.

## **ARTICLE XII** **BYLAWS**

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

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation this 15 day of August, 2018.

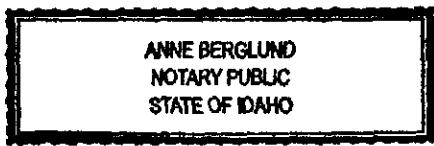


Laurence J. Lucas, Incorporator

STATE OF IDAHO )  
 ) ss.  
County of Ada )

On this 15<sup>th</sup> day of August, 2018, before me, the undersigned notary public in and for said State, personally appeared Laurence J. Lucas, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.



Annie Berglund  
Notary Public for Idaho  
Residing at: Boise, ID — ADA COUNTY  
My Commission Expires: JANUARY 22, 2024