

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

THE HOLLY EVE FOUNDATION, INC.

File number C 117262

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of THE HOLLY EVE FOUNDATION, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: November 29, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sonya Herold*

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 INC NONP
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ARTICLES OF INCORPORATION

OF

THE HOLLY EVE FOUNDATION, INC.

The undersigned, acting as the incorporator under the Idaho Nonprofit Corporation Act, hereby adopts and executes the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is The Holly Eve Foundation, Inc.

ARTICLE II

Duration

The period of duration of this corporation shall be perpetual.

ARTICLE III

Purposes

The purposes for which this corporation, a nonprofit charitable organization, is formed are:

1. To raise funds to distribute to regional and community non-profit organizations and projects; and
2. To engage in any other lawful activity which may

hereafter be authorized from time to time by the Board of Directors; provided, however, that the purposes for which the corporation is formed shall at all times be consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as hereafter amended (the "Code"), including within such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

ARTICLE IV

Powers

This corporation shall have the power to do all lawful acts or things necessary, appropriate, or desirable to carry out and in furtherance of its purposes described in Article III which are consistent with the Idaho Nonprofit Corporation Act and Section 501(c)(3) of the Code.

ARTICLE V

Influence Legislation

No substantial part of the activities of this corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements with respect to) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VI

Registered Office

The address of the initial registered office of this corporation is 410 Antone, Sandpoint, Idaho, 83864, and the name of

its initial registered agent at such address is Steve Verby. The written consent of such person to serve as registered agent is attached hereto.

ARTICLE VII

Board of Directors

The management of this corporation shall be vested in a Board of Directors. The number of directors, and the method of selecting directors, shall be fixed by the Bylaws of this corporation; provided, that the initial directors shall be **four (4)** in number and their names and addresses are:

<i>Name</i>	<i>Address</i>
<u>Marilyn Sabella</u>	<u>410 Antone</u> <u>Sandpoint, Idaho, 83864</u>
<u>Susan Dalby</u>	<u>400 Superior</u> <u>Sandpoint, Idaho, 83864</u>
<u>Sally Lindemann</u>	<u>6601 Hwy 2</u> <u>Sandpoint, Idaho, 83864</u>
<u>Tina Stevens</u>	<u>170 W. Center Valley Road</u> <u>Sandpoint, Idaho, 83864</u>

The initial directors shall serve until the first organizational meeting of the Board of Directors and until their successors are appointed and qualified.

ARTICLE VIII

Bylaws

The Board of Directors is authorized to make, alter, amend or repeal the Bylaws of this corporation and members shall have the

power to alter, amend or repeal such Bylaws only as provided therein.

ARTICLE IX

Limitations

This corporation shall have no capital stock and no part of the net earnings of this corporation shall inure in whole or in part to the benefit of, or be distributable to, any officer, director or other individual having a personal or private interest in the activities of the corporation, or to any person or organization other than an organization which is exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Code, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article III. Notwithstanding any other provision of these Articles, this 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) or (b) by a corporation the contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE X

Transactions Involving Directors

1. No contracts or other transactions between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact

that any director of this corporation is pecuniarily or otherwise interested in, or is a trustee, director, or officer of, such other corporation.

2. Any director, individually, or any firm of which any trustee may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the corporation; provided, that the fact that such director or such firm so interested shall be disclosed to or shall have been known by the Board of Directors or a majority thereof.

ARTICLE XI

Distributions upon Dissolution

Upon any dissolution of this corporation under provisions of the laws of the State of Idaho for nonprofit corporations, all of its assets remaining after payment of creditors shall be distributed to one or more organizations selected by the Board of Directors which are qualified as exempt from taxation under the provisions of Sections 501(a) and 501(c)(3) of the Code, or any successor statutes, and which further the purposes set forth in Article III. In no event shall any of the corporation's assets be distributed to the officers, directors, or members of the corporation.

ARTICLE XII

Private Foundation

If this corporation becomes a private foundation within the meaning of Section 509 of the Code, as long as its private foundation status continues the following provisions shall apply in

the management of its affairs:

1. Each year the corporation shall distribute the income of the corporation, for the purposes specified in Article III, at such time and in amounts at least sufficient to avoid liability for the tax imposed by Section 4942 of the Code;

2. The corporation shall not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Code) which would give rise to any liability for the tax imposed by Section 4941(a) of the Code;

3. The corporation shall not sell, exchange, distribute or otherwise dispose of any "excess business holdings" (as defined in Section 49453(c) of the Code) which would give rise to any liability for the tax imposed by Section 4943(a) of the Code;

4. The corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes (within the meaning of Section 4944 of the Code) and which would, therefore, give rise to any liability for the tax imposed by Section 4945(a) of the Code.

5. The corporation shall not make any "taxable expenditures" (as defined in Section 4945(d) of the Code) which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.

ARTICLE XIII

Amendments

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation

by the affirmative vote of a majority of the directors present at a meeting of the Board of Directors.

ARTICLE XIV

Members

This corporation shall have one or more classes of members as defined in the Bylaws.

ARTICLE XV

Incorporator

The name and address of the incorporator is:

Name

Address

Marilyn Sabella

410 Antone

Sandpoint, Idaho, 83864

DATED:

November 25, 1996

Marilyn D Sabella
Incorporator

CONSENT TO APPOINTMENT OF REGISTERED AGENT

I, Marilyn Sabella, hereby consent to serve as registered agent, in the State of Idaho, for the Holly Eve Foundation, Inc. I understand that as agent for the corporation, it will be my responsibility to accept service of process in the name of the corporation; to forward all mail and license renewals to the appropriate officer of the corporation; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

DATED:

November 25, 1996

Marilyn D Sabella
Registered Agent