

ARTICLES OF INCORPORATION  
OF  
APPALOOSA FOUNDATION INC.

FILED EFFECTIVE  
2012 AUG - 1 AM 8:52  
SECRETARY OF STATE  
STATE OF IDAHO

The undersigned individual, acting as incorporator under the Idaho Nonprofit Corporation Act, adopts the following articles of incorporation:

ARTICLE I

CORPORATE NAME

The name of the corporation is Appaloosa Foundation Inc. ("Appaloosa Foundation Inc." or "Corporation").

ARTICLE II

STATUS AND DURATION

Appaloosa Foundation Inc. is a nonprofit corporation and shall have perpetual existence.

ARTICLE III

PURPOSES

Appaloosa Foundation Inc. exists for educational, scientific, charitable and historic purposes that promote the welfare and preservation of the Appaloosa horse breed, that serve the interests of Appaloosa horse enthusiasts through programs, activities and research, that provide financial assistance, services and/or support to persons in need who have been involved with the Appaloosa horse breed, and to transact any lawful activity that may be carried on by a corporation under the Idaho Nonprofit Corporation Act.

Appaloosa Foundation Inc. shall be operated exclusively as an entity organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the *Internal Revenue Code* or the corresponding provisions of any future federal tax law.

IDAHO SECRETARY OF STATE  
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## **ARTICLE IV**

### **NON-MEMBER CORPORATION**

Appaloosa Foundation Inc. shall not have members, as that term is defined in the Idaho Nonprofit Corporation Act.

## **ARTICLE V**

### **LIMITATIONS ON DISTRIBUTION OF EARNINGS**

No part of the net earnings of the Corporation shall inure to the benefit of any individual or for-profit entity except to the extent of reasonable compensation for services performed or for tax-exempt purposes within the meaning of Section 501(c)(3) of the *Internal Revenue Code* or the corresponding provision of any future federal tax law, as approved by the board of directors.

## **ARTICLE VI**

### **LIMITATIONS ON ACTIVITIES**

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) of the *Internal Revenue Code* of 1954 or the corresponding provision of any future federal tax law;

B. By a corporation, to which contributions are deductible under Section 170(c)(2) of the *Internal Revenue Code* of 1954 or the corresponding provision of any future federal tax law.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

The board of directors shall consist of not less than three (3) nor more than seven (7) members as designated in the Corporation's Bylaws with the initial designation to be five (5)

members, and the officers shall consist of at least a president, secretary and a treasurer. Additional officers and an executive committee may be authorized by the Bylaws. The names and addresses of the five (5) persons who are to act as the initial directors until the election of their successors under the Bylaws are:

David Schjeldahl, 582 Safstrom Place, Idaho Falls, ID 83401  
Debby Letham, 13420 N. Frisco Road, Yukon, OK 73099  
Dianne Lindeborn, Box 33, Route 11, Castle Creek, NY 13744  
Juli S. Thorson, 3570 Highway 8 East, Troy, ID 83871  
Diane Rushing, 23155 Wyckles Road, Decatur, IL 63522

## **ARTICLE VIII**

### **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution or final liquidation, after payment or provision for payment of all of the liabilities of the corporation, the remaining assets of the corporation shall be distributed to an organization organized and operated exclusively for tax exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future federal tax law, as the board of directors shall determine.

## **ARTICLE X**

### **INDEMNIFICATION**

Appaloosa Foundation Inc. shall indemnify to the fullest extent permitted by the Idaho Nonprofit Corporation Act any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, including an action, suit, or proceeding by or in the right of the Corporation, by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation or is or was serving at the request for the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The right to, extent of and amount of indemnification shall

be determined in accordance with the provisions of the Idaho Nonprofit Corporation Act.

## **ARTICLE XI**

### **MERGER OR CONSOLIDATION**

Appaloosa Foundation Inc. may, at any time, merge or consolidate with any other nonprofit corporation in any manner as may be permitted by the laws of the State of Idaho at the time of such merger or consolidation.

## **ARTICLE XII**

### **BYLAWS**

The board of directors of Appaloosa Foundation Inc. shall have the power, by a majority vote of the entire board of directors, to adopt Bylaws as may be deemed necessary or convenient for the proper government and management of the business and affairs of the Corporation, and, by a majority vote of the entire board of directors, may amend, alter, or repeal such Bylaws at any regular meeting or at any special meeting of the board of directors called for that purpose.

## **ARTICLE XIII**

### **REGISTERED OFFICE AND AGENT**

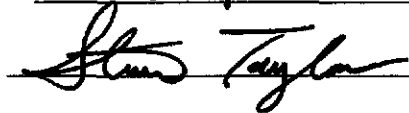
The address of the Corporation's initial registered office is 2720 West Pullman Road, Moscow, Idaho 83843. The name of its initial registered agent at that location is Steve Taylor.

## **ARTICLE XIV**

### **INCORPORATOR**

The name and address of the incorporator is Steve Taylor, 2720 W. Pullman Road, Moscow, Idaho 83843.

DATED: July 25, 2012.

 Steve Taylor, Incorporator