

FILED EFFECTIVE

**Articles of Incorporation of the
PARADISE RIDGE CHALLENGE INC.
an Idaho nonprofit corporation**

2015 FEB 13 AM 8:31
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, for the purpose of forming a nonprofit corporation under the laws of the state of Idaho in compliance with the provisions of Title 30, Chapter 3, Idaho Code as may be amended from time to time (the "Idaho Nonprofit Corporation Act"), does hereby certify, declare and adopt the following Articles of Incorporation ("Articles"):

**ARTICLE I
NAME**

The name of the corporation is: **Paradise Ridge Challenge Inc.**

**ARTICLE II
ORGANIZATION AND PURPOSES**

The Corporation is organized and operated exclusively for the advancement of charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, 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, to perform any and all lawful acts which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes of the Corporation, including but not limited to the following:

A. To provide experiential educational opportunities to children, youth, adults and families to facilitate learning, teamwork, and promote growth and positive change.

B. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other thing of value.

Nothing herein shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Idaho Nonprofit Corporation Act may not lawfully carry on or do.

**ARTICLE III
MEMBERS**

The Corporation shall have no members.

IDAHO SECRETARY OF STATE
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ARTICLE IV
NONPROFIT STATUS AND DURATION

The Corporation is a nonprofit corporation and shall have perpetual existence.

ARTICLE V
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) and not more than nine (9) individuals.

The initial Board of Directors will consist of seven (7) individuals whose names and addresses are as follows:

	<u>Name</u>	<u>Address</u>
1.	Keith G. Haley	320 E. Lewis Street Moscow, ID 83843
2.	Erik Luvaas	637 East E. Street Moscow, ID 83843
3.	Sheila Heyns	1213 Spruce Circle Moscow, ID 83843
4.	Heather Hudson	528 E. 3 rd Street Moscow, ID 83843
5.	Karen Libey	929 NW Sunrise Drive Pullman, WA 99163
6.	Tim Papineau	817 N. Lincoln Street Moscow, ID 83843
7.	Jon Scriptor	403 N. Garfield Street Moscow, ID 83843

The powers, duties, actual number from time to time, qualifications, terms of office, manner of election and time and criteria for removal of Directors shall be determined as set forth in the Bylaws of the Corporation.

ARTICLE VI

LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 II hereof.

No substantial part of the activities of the Corporation shall be 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 or in opposition to any candidate for public office.

Notwithstanding any other provision 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, or the corresponding section of any future federal tax code, 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

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 VIII

DIRECTOR LIABILITY LIMITATIONS

To the fullest extent permitted by the laws of the state of Idaho as now in effect or as may hereafter be amended, no officer or director of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an officer or director of the Corporation, provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the IRC applicable to corporations described in IRC § 501(c)(3).

ARTICLE IX
INDEMNIFICATION

The Corporation 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 X
BYLAWS

The Board of Directors shall adopt the initial Bylaws of the Corporation. Except to the extent otherwise provided in the Bylaws of the Corporation, the authority to make, alter, amend or repeal the Bylaws of the Corporation is vested in the Board of Directors.

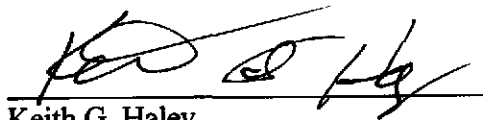
ARTICLE XI
REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 320 E. Lewis, Moscow, Idaho 83843. The name of its initial registered agent at such address is Keith G. Haley.

ARTICLE XII
INCORPORATOR

The name and address of the incorporator is Keith G. Haley, 320 E. Lewis, Moscow, Idaho 83843.

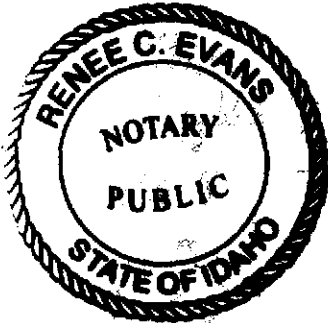
IN WITNESS WHEREOF, I, the undersigned have executed these Articles of Incorporation and acknowledge the same to be my act this 9th day of February, 2015.



Keith G. Haley
Incorporator

STATE OF IDAHO)
) ss.
County of Latah)

On the 9th day of February, 2015, before me personally appeared Keith G. Haley known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.



Renee C. Evans

NOTARY PUBLIC in and for the State of Idaho
My commission expires: 8-17-2019