

FILED EFFECTIVE

ARTICLES OF INCORPORATION OF 7B WOMEN, INC.

2017 APR 13 PM 3:39

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, in order to form a nonprofit corporation under the provisions of Idaho Nonprofit Corporation Act, Title 30, Chapter 3, Idaho Code, submits the following articles of incorporation to the Idaho Secretary of State.

On April 5, 2017, the following Articles of Incorporation were unanimously adopted by the Directors of 7B WOMEN, INC., at a duly noticed special meeting of the Directors.

ARTICLE I.

NAME OF CORPORATION, OFFICE

- 1.1 **Corporate Name.** The name of the corporation shall be 7B WOMEN, INC. (hereinafter "Corporation").
- 1.2 **Corporate Office.** The initial office of the Corporation shall be located at 1211 Michigan Street, Sandpoint, Idaho, 83864.

ARTICLE II.

DURATION

- 2.1 **Duration.** The period of duration of the Corporation is perpetual.

ARTICLE III

PURPOSE AND POWERS OF CORPORATION

- 3.1 **Purpose.** 7B WOMEN, INC. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. 7B WOMEN, INC.'s purpose is to benefit the community and not for the private gain of any one person.. To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c)(3) section of the Internal Revenue Code and are operated exclusively for educational and charitable purposes. The Corporation shall limit its substantial activities to the furtherance of its exempt purposes.

IDAHO SECRETARY OF STATE

04/13/2017 05:00

CE:7106 CT:168808 BH:1579075

10 30.00 = 30.00 INC NONP #2

C213475

- 3.2 **General Authority.** The Corporation shall have and shall exercise all rights and powers necessary and convenient to carry out its purpose including those general powers set forth in the Idaho Nonprofit Corporation Act.
- 3.3 **Dedication of Assets.** 7B WOMEN, INC. is not organized and shall not be operated for the private gain of any person. The property of the Corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the Corporation shall inure to the benefit of, or be distributed to any individual. The Corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.
- 3.4 **Bylaws.** The Corporation shall adopt and maintain Bylaws.

ARTICLE IV

INITIAL DIRECTORS

The initial Directors shall be:

Kim Diercks, 401 Lake Street, Sandpoint, Idaho, 83864, who shall serve a two year term.

Patty Hutchens, 1418 JR Court, Sandpoint, Idaho, 83864, who shall serve a two year term.

Gina Hall, 78 Beverly Drive, Sagle, Idaho, 83860, who shall serve a two year term.

Sherri Lies, 76 Robin Drive, Sagle, Idaho, 83860, who shall serve a two year term.

Jenn Markwardt, 321 South Florence Avenue, Sandpoint, Idaho, 83864, who shall serve a two year term.

Alice Sloane, 611 South Olive Street, Sandpoint, Idaho, 83864, who shall serve a two year term.

ARTICLE V

INITIAL REGISTERED AGENT

The initial registered agent shall be Patty Hutchens, 1211 Michigan Street, Sandpoint, Idaho, 83864.

ARTICLE VI

INCORPORATOR

The incorporator is Patty Hutchens, 1211 Michigan Street, Sandpoint, Idaho, 83864.

ARTICLE VII

NON-MEMBERSHIP CORPORATION

The Corporation shall not have voting members. The Corporation shall be governed by its Board of Directors.

ARTICLE VIII

DISSOLUTION AND DISTRIBUTION OF ASSETS UPON DISSOLUTION

- 8.1 **Requirements for Dissolution.** The Corporation may be dissolved upon unanimous consent of the Board of Directors voting at a duly noticed meeting of the Board.
- 8.2 **Distribution of Assets.** Upon dissolution, any assets remaining after payment of debts and satisfaction of liability shall be distributed to (a) a State or political subdivision thereof for a public purpose or (b) to another organization for one or more exempt purposes described in Section 501(c)(3), Internal Revenue Code, and whose income is also excludable from gross income under Section 115(1), Internal Revenue Code.
- 8.3 **Statutory Provisions.** Except as otherwise provided above, Dissolution shall be accomplished in compliance with Section 30-3-110 et. seq., Idaho Code.

ARTICLE IX

BOARD OF DIRECTORS

- 9.1 **Management Vested in the Board of Directors.** The Board of Directors (Board) shall (a) govern the Corporation; (b) authorize the acquisition and distribution of the Corporation's real property; (c) monitor the Corporation's financial affairs; (d) determine the general policies under which the Corporation shall operate and (e) take any other lawful action to protect and advance the interests of the Corporation.
- 9.2 **Board of Directors.** The Board shall consist of no less than four (4) Directors who shall serve two year terms. Directors shall be appointed by a majority of Directors at an annual meeting or at a special meeting called for the purpose of electing Directors. The Directors may, by majority vote, enlarge the Board. The Board, by resolution, may decrease the number of Directors but only upon the expiration of the term of the Director whose position is to be eliminated. Directors may serve consecutive terms.
- 9.3 **Officers.** The Board shall annually elect its officers. There shall be a President, Vice President, Secretary and Treasurer. Officers shall be elected by a majority of Directors voting at a duly called meeting of the Directors. An officer may be removed from office at any time, for any reason, by a super-majority of the elected Directors. Such removal shall be evidenced by a resolution, executed by a majority of the Directors and delivered to the Secretary and the officer being removed. The officer's authority shall be terminated upon delivery of said resolution to the Secretary.

9.4 **Action of the Board.** The action of the Board shall be the action of the Corporation.

**ARTICLE X
AMENDMENTS**

The Directors, by majority vote, may amend these Articles at any time EXCEPT it shall take a unanimous vote of the Directors to modify Article 9.3.

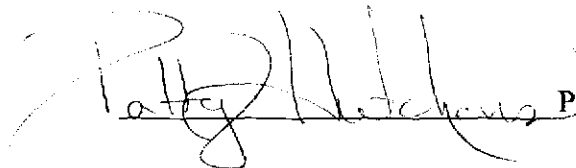
**ARTICLE XI
INDEMNIFICATION**

The Corporation shall indemnify and hold harmless its directors, officers and employees from personal liability for monetary damages, court costs and attorney fees in any suit or proceeding, other than an action by or in the right of the Corporation, if such person acted in good faith and in a manner of the person reasonably believed to be in or not opposed to the best interests of the Corporation. This provision is intended to comply with, and shall be interpreted in conformity with the indemnification provisions of Section 30-3-88, Idaho Code.

Incorporator

ACKNOWLEDGMENT

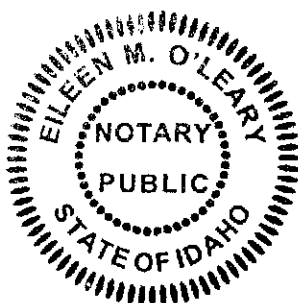
I, the undersigned, do hereby certify that the above stated Articles of Incorporation of 7BWOMEN, INC. were approved by the board of directors on April 5, 2017, and constitute a complete copy of the Articles of Incorporation of 7BWOMEN, INC.

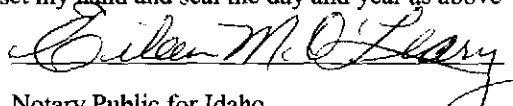
 Patty Hutchens, Incorporator

STATE OF IDAHO)
County of Bonner) ss.

On this 5th day of April in the year of 2017, before me, the undersigned Notary Public, personally appeared Patty Hutchens, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that s/he executed the same.

IN WITNESS WHEREOF, I have set my hand and seal the day and year as above written.




Notary Public for Idaho
Residing at Sandpoint Idaho
Commission Expires: June 27, 2017