

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION  
OF  
LUCKY DOG THRIFT STORE, INC.**

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SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapters 21 and 30, Title 30, Idaho Code ("Act") and as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code, hereby adopts the following Articles of Incorporation for the Corporation.

**ARTICLE I. NAME.**

The name of the Corporation shall be the "LUCKY DOG THRIFT STORE, INC."

**ARTICLE II. PURPOSES**

The exclusive purposes for which the Corporation is organized and will be operated are as follows:

A. To develop, coordinate and support efforts to enhance philanthropic and charitable activities (as defined in IRC 501(c)(3)) in Idaho and Wyoming. To effectuate the foregoing purpose the Corporation may: (i) operate a thrift store which sells new and used goods that are donated to the Corporation as well as sell new and used goods on a consignment basis; (ii) develop, coordinate and support the efforts of other 501(c)(3) organizations in Idaho and Wyoming; (iii) develop, coordinate and support the efforts of other individuals interested in increasing charitable efforts in Idaho and Wyoming; and (iv) provide grants or other financial support to other 501(c)(3) organizations in Idaho and Wyoming.

B. To conduct charitable and educational activities, within the meaning of Section IRC 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

C. 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 contained 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 Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

D. To transact any and all lawful business, consistent with the purposes stated above, for which nonprofit corporations may be incorporated under the laws of the State of Idaho, as they may be amended from time to time.

IDAMO SECRETARY OF STATE

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### **ARTICLE III. 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) nor more than twelve (12) individuals. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The initial Board of Directors will consist of three members. The names and street addresses of the persons constituting the initial Board of Directors are:

|    | <u>Name</u>        | <u>Address</u>                    |
|----|--------------------|-----------------------------------|
| 1) | Anthony Fothergill | 64N 5050E Ririe, ID 83443         |
| 2) | Tammy Coy          | 116 S. Main St., Victor, ID 83455 |
| 3) | Deborah Grove      | 40 Scott Drive, Victor, ID 83455  |

### **ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT**

The location of this Corporation is in the City of Driggs, County of Teton, State of Idaho. The name of the registered agent and the physical address of the initial registered office is as follows:

|                    |                                     |
|--------------------|-------------------------------------|
| Registered Agent:  | Anthony Fothergill                  |
| Registered Office: | 290 North Main St. Driggs, ID 83442 |

### **ARTICLE V. INCORPORATOR**

The name and physical address of the incorporator of the Corporation is as follows:

| <u>Incorporator's Name</u> | <u>Address</u>            |
|----------------------------|---------------------------|
| Anthony Fothergill         | 64N 5050E Ririe, ID 83443 |

### **ARTICLE VI. MEMBERS**

The Corporation shall have no members.

### **ARTICLE VII. NONPROFIT STATUS**

The Corporation is a nonprofit corporation.

## **ARTICLE VIII. PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

## **ARTICLE IX. LIMITATIONS**

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 V hereof. Except as permitted under Section 501(h) of the Internal Revenue Code of 1986 (for any period such provision applies to the Corporation), no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. 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. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on 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.

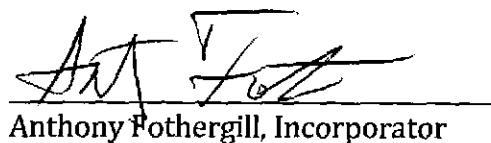
## **ARTICLE X. DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision 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 the 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 such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

## **ARTICLE XI. BYLAWS**

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

DATED this 13 day of July, 2018.



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Anthony Pothergill, Incorporator