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**ARTICLES OF AMENDMENT OF
TIM WRIGHTMAN FOUNDATION, INC.**

The undersigned officer of Tim Wrightman Foundation, Inc. (the "Corporation") hereby executes the following Articles of Amendment (the "Articles"):

PARAGRAPH 1: The name of the Corporation immediately is: Tim Wrightman Foundation, Inc.

PARAGRAPH 2: The text of the Articles of Amendment is as follows:

ARTICLE 2

Purposes

The purposes for which the Corporation is organized are as follows: The Corporation is a nonprofit corporation that shall be organized and operated exclusively for charitable and educational purposes and other programs and projects as are described in §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent federal tax laws.

The Organization principally exists to (a) educate student athletes on how to increase their chances of success in life through physical activities, (b) provide football camps for free for underprivileged kids, (c) teach children about character, integrity, and trustworthiness, (d) solicit and receive funds for the accomplishment of the above purposes, and (e) pursue any other purpose permitted to be pursued by a charity (or, by a private foundation should this organization ever become a private foundation), as that term is defined in 26 USC §§ 501(a) and (c)(3) and associated regulations, as each may from time to time be amended.

ARTICLE 8

Dissolution

Upon dissolution the assets shall be distributed: After payment and discharge of its obligations, subject to any contractual or legal requirement, to the Idaho Department of Fish and Game, to one or more other organizations that have been selected by the Board of Directors, that are organized and operated for purposes substantially the same as those of the Corporation, and that are described in Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2), or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific as shall at the time qualify as an exempt organization or organizations under Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Code, as the Board shall determine. Any such property not so transferred shall be disposed of by court of the appropriate jurisdiction in the county where the registered office of the Corporation is then located, exclusively for such tax-exempt purposes or to such tax-exempt organizations as such Court shall determine.

ARTICLE 9

Election of Directors

The members of the Board of Directors ("Directors") shall be elected at the duly held annual meeting, or, in the event of a vacancy, at a meeting called for the purpose of electing Directors by a majority vote of the Directors.

ARTICLE 10

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE 11

Powers

Section 1. Grant of Power. Notwithstanding any other provision of these Articles, neither the Board of Directors nor the Corporation shall have the power or authority to do any act that will prevent the Corporation from being an organization described in Code § 501(c)(3) or corresponding provisions of any subsequent federal tax laws. The Corporation shall be and hereby is empowered to acquire and own personal property, equipment, intellectual property and land for use for corporate purposes.

Section 2. Enumerated Powers. Subject to the foregoing statements, and subject to and in furtherance of the purposes for which it is organized, the Corporation shall possess all of the rights, privileges, and powers conferred by the Act or by other law and, in addition, the following rights, privileges, and powers:

(a) To indemnify any appropriate person against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law.

(b) To cease its activities and to dissolve and surrender its corporate franchise.

ARTICLE 12

Directors

Section 1. Creation and Number. The exact number of Directors of the Corporation shall be specified in or fixed in accordance with the Bylaws of the Corporation (the "Bylaws") at a number no smaller than three (3).

Section 2. Election, Qualification, Selection, and Responsibilities. The directors of the Corporation shall be elected in the manner as specified in or fixed in accordance with the Bylaws. The Directors terms shall be three years. The qualification, rights and responsibilities of the Directors shall be as laid forth in the Bylaws of the Corporation.

Section 3. Meetings. Meetings of the Board of Directors may be held at any location, either in person or virtually.

ARTICLE 13

Regulation of Corporate Affairs

The affairs of the Corporation shall be subject to the following provisions:

Section 1. No Inurement. None of the Corporation's net earnings shall inure to the benefit of any private individual. Notwithstanding this prohibition, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth above.

Section 2. Not a Private Foundation; Contingencies. Notwithstanding any other provision of these Articles, at any time the Organization is deemed a "private foundation" described in Code § 509(a), the Organization shall:

- (a) Refrain from any act of self-dealing as defined in Code § 4941(d);
- (b) Meet minimum distribution requirements in Code § 4942;
- (c) Not retain any excess business holdings as defined in Code § 4943(c);
- (d) Not make any jeopardizing investment as defined in Code § 4944; or
- (e) Not make any taxable expenditure as defined in Code § 4945(d).

Section 3. Not an Action Organization; No Political Intervention. Except as otherwise permitted by Code § 501(h), no substantial part of the activities of the Organization shall be or consist of carrying on propaganda, or otherwise attempting to influence legislation. The Organization shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office, except as permitted under Code § 501(c)(3), the Code of Federal Regulations or other applicable Federal law.

Section 4. Power of Board. Subject to the provisions of these Articles and applicable law, the Board of Directors shall have complete and plenary power to manage, control and conduct all affairs of the Corporation.

Section 5. Amendments to Articles and Bylaws. The power to make, alter, amend, and repeal the Corporation's Articles and Bylaws shall be vested in the Board of Directors, subject to the provisions of these Articles, the Bylaws and applicable law.

Section 6. Liability. No officer, director or employee of the Corporation shall be liable for any of the Corporation's debts or obligations.

Section 7. Reliance. All parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the Corporation's Articles, Bylaws, and applicable law.

Section 8. Committees. The Board of Directors may from time to time, in the Bylaws of the Corporation or by resolution, designate such committees as the Board of Directors may deem desirable for the furtherance of the purposes of the Corporation.

PARAGRAPH 4: The amendment was adopted by the Corporation on 4/25/23

PARAGRAPH 5: Each amendment consists exclusively of matters which do not require member approval pursuant to Section 30-30-705, Idaho Code, and was, therefore, adopted by the incorporators, or by the board of directors.

1. The number of directors entitled to vote was: 5.
2. The number of directors that voted for each amendment was: 4.
3. The number of directors that voted against each amendment was: 0.

IN WITNESS WHEREOF, the undersigned office hereby verifies and affirms, subject to penalties of perjury, that the representations contained herein are true, this 25 day of April, 2023

By: Tim W. Wrightman

Date: 4/25/23

Name: TIM WRIGHTMAN

Title: Director