

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

HILLARY FOUNDATION, INC.

File number C 111461

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of HILLARY FOUNDATION, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: July 25, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By

Anna Subel

JUL 25 9 09 AM '95

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

HILLARY FOUNDATION, INC.

IDAHO SECRETARY OF STATE

7/25/95 9:00:00 AM
Customer # 3632
IVC960004506 16384

CORPORATION NON PROFIT

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Pursuant to the provisions of *Title 30, Chapter III, Idaho Code*, the Idaho Nonprofit Corporation Act (the "Act"), the undersigned, acting as incorporators of a nonprofit corporation, in order to form a nonprofit corporation for the purposes hereinafter stated, do hereby certify as follows:

ARTICLE I.

Name

The name of the corporation is: **HILLARY FOUNDATION, INC.**

ARTICLE II.

Duration

The period of existence and duration of the corporation shall be perpetual.

ARTICLE III.

Nonprofit

The corporation is a nonprofit corporation.

ARTICLE IV.

Corporate Purposes

The purposes for which this corporation is organized are:

A. To provide for children under the age of 18 years who have been

diagnosed with Alpha 1-Anti-Trypsin Deficiency Disease the opportunity to be made eligible for a liver transplant and placement on the national registry for a liver transplant, including all costs related thereto, including but not limited to all medical costs of hospitalization, surgery, continued medical care, medications, travel, and living expenses for family, and to provide funds for research and education related to Alpha 1-Anti-Trypsin Deficiency Disease; to solicit, collect and otherwise raise money for such purposes and to expend, contribute, disburse, and otherwise handle and dispose of the same for such purposes; and to promote education and research for children diagnosed with Alpha 1-Anti-Trypsin Deficiency Disease.

B. To transact all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act and the Idaho Business Corporation Act as those provisions are not inconsistent with the provisions of the Idaho Nonprofit Corporation Act.

C. To be duly educational, charitable, and scientific in its purposes, within the meaning of Section 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 Section 501(c)(3).

D. 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.

ARTICLE V.

Limitations

Notwithstanding any other provisions of these Articles or the By-Laws:

(1) No part of the earnings of this corporation shall inure to the benefit of, nor be distributable to, any trustee, officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation.

(2) No substantial part of the activities of this corporation shall involve the attempt to influence legislation, nor shall this corporation participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(3) The corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (a) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code, or (b) as a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(4) This corporation shall be duly educational, charitable, and scientific and its purposes shall be conducted and the corporation shall be operated, supervised and controlled for the specific purposes as set forth in Article IV A above to all children who are

eligible, without regard to race, creed, color, religion, sex or national origin.

(5) All income of the corporation for each taxable year (for federal income tax purposes) shall be distributed at such time and in such manner so as not to subject the corporation to federal tax under Section 4942 of the Internal Revenue Code of 1986, as amended.

(6) The corporation created hereby shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended); retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended; make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1986, as amended; or make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

ARTICLE VI.

Registered Office and Registered Agent

The street address of the initial registered office of the corporation is 1217 3rd Street South, Nampa, Idaho 83651, and the name of its initial registered agent at such address is Ronald K. McLean.

ARTICLE VII.

Membership

(1) This corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority that these Articles

grant the Board of Directors of the corporation. Any person may become a member of the corporation upon that person's complying with any rules and regulations as provided under the terms of the By-Laws.

(2) The members of the corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation.

ARTICLE VIII.

Quorum and Voting Requirements

A majority of the members entitled to vote, represented in person or by proxy, shall constitute a quorum of the meeting of members. The members present at a duly organized and convened meeting where a quorum has been present can continue to do business as a quorum until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a quorum is present, the affirmative vote of a majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members.

ARTICLE IX.

Board of Directors

(1) The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than six (6) nor more than fifteen (15) individuals, each of whom, at all times, shall be a member of the corporation. The actual number of Directors shall be fixed by the By-Laws 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 as provided in the By-Laws of the corporation.

The names and street addresses of the persons constituting the initial Board of

Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Kenneth N. King	404 10th Avenue South Nampa, Idaho 83651
Steve Tester	P. O. Box 429 Nampa, Idaho 83651
Robert A. Fale	1512 12th Avenue Road Nampa, Idaho 83686
Steve Young	485 Caldwell Boulevard Nampa, Idaho 83651
Jim Hughes	5920 Chestnut Drive Boise, Idaho 83704
Gary Ovens	1313 3rd Street South Nampa, Idaho 83651
Debbie Hahn	722 E. Old Saybrook Lane Boise, Idaho 83706
Ronald K. McLean	1217 3rd Street South Nampa, Idaho 83651.

(2) The corporation shall indemnify any director, officer, or former director or officer of the corporation against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he/she is made a party by reason of being or having been a director or officer, except in relation to matters as to which he/she is adjudged in such action, suit, or proceeding to

be liable for negligence or misconduct in the performance of duty to the corporation; and to make any other indemnification that is authorized by the By-Laws.

ARTICLE X.

Officers

The officers of this corporation shall be a Chairperson, a Secretary and a Treasurer, and such other officers as provided in the By-Laws. The Chairperson shall be a member of the Board of Directors.

ARTICLE XI.

Funds and Properties

All funds and properties received by this corporation shall be used in the first instance, or shall be invested and the income therefrom used, after payment of necessary expenses, for the exclusive objects and purposes set forth in these Articles of Incorporation as deemed advisable by the Board of Directors.

ARTICLE XII.

Amendment of Articles and By-Laws

These Articles of Incorporation may be altered, amended or replaced by the members at any regular or special meeting, as provided for in the By-Laws of the corporation. The By-Laws of the corporation may be amended at any meeting of the Board of Directors of the corporation, as provided in the By-Laws.

ARTICLE XIII.

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 of the assets of the corporation consistent with the purposes of the corporation to such other 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 XIV.

Incorporators

The names and street addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ronald K. McLean	1217 3rd Street South Nampa, Idaho 83651
Steve Young	485 Caldwell Boulevard Nampa, Idaho 83651.

ARTICLE XV.

By-Laws

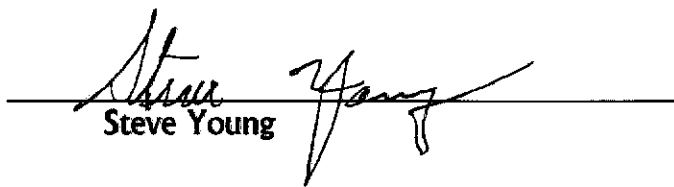
Provisions for the regulation of the internal affairs of the corporation shall be

set forth in the By-Laws.

Dated this 21st day of July, 1995.

A handwritten signature in cursive script, appearing to read "Ronald K. McLean", written over a horizontal line.

Ronald K. McLean

A handwritten signature in cursive script, appearing to read "Steve Young", written over a horizontal line.

Steve Young