

**FILED EFFECTIVE**2012 MAR -5 PM 4:48  
SECRETARY OF STATE  
STATE OF IDAHO**ARTICLES OF INCORPORATION****OF****CARING COWBOYS, INC.  
A NONPROFIT CORPORATION**

The undersigned, in order to form a corporation under the provisions of the Idaho Nonprofit Corporation Act, Title 30, Chapter 3 of the Idaho Code (the "Act"), hereby adopts and certifies the following articles of incorporation:

**Article I – Name**

The name of this corporation is Caring Cowboys, Inc. (hereinafter, the "Corporation").

**Article II – Nonprofit**

The Corporation is a nonprofit corporation.

**Article III – Registered Agent**

The street address of the registered office of this Corporation in the State of Idaho is 691 E. 400 S., Jerome, ID 83338. The name of its registered agent at such address is Timi Lickley.

**Article IV – Incorporator**

The name and mailing address of the incorporator is:

Timi Lickley  
691 E. 400 S.  
Jerome, ID 83338

**Article V – Mailing Address**

The mailing address of the Corporation is 691 E. 400 S., Jerome, ID 83338.

**Article VI – Purpose**

The Corporation is formed exclusively for general charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

**Article VII – Duration**

The Corporation shall have a perpetual duration.

Articles of Incorporation

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### Article VIII – Members

The Corporation does not have members as defined in the Act.

### Article IX – Initial Board of Directors

The affairs of this Corporation shall be managed by a Board of Directors of no less than four (4) and no greater than six (6) directors (the "Directors" and each, a "Director") chosen as determined in the By-Laws (the "Board of Directors"). At the time of his or her election, each Director shall be assigned to one of four classes of directors: Class A, Class B, Class C or Class D. An effort shall be made to keep each class of directors of approximately equal size. Each Director shall hold office for a term of four (4) years, *provided, however*, that for the initial Board of Directors elected in 2012, the following shall apply:

- a. Directors in Class A shall have their term expire in 2013 (and every four years thereafter);
- b. Directors in Class B shall have their term expire in 2014 (and every four years thereafter);
- c. Directors in Class C shall have their term expire in 2015 (and every four years thereafter); and
- d. Directors in Class D shall have their term expire in 2016 (and every four years thereafter).

For avoidance of any doubt, at each annual meeting of the Board of Directors following the election of the initial Board of Directors, one class of Directors shall be elected to serve until the annual meeting of the Board of Directors held three years later and until their successors shall be elected and shall qualify.

The names and addresses of the persons who are to act in the capacity of Directors and their assigned class until the selection of their successors are:

<u>Director</u>	<u>Class</u>
Laurie Lickley 445 E. 400 S. Jerome, ID 83338	Class A
Buffy Walchli 297 N. Hansen Ave. Shelley, ID 83274	Class B
Nicole Demers	Class C

3223 N. 3450 E.  
Kimberly, ID 83341

Timi Lickley  
691 E. 400 S.  
Jerome, ID 83338

Class D

#### Article X – By-Laws

In furtherance and not in limitation of the power conferred upon the Board of Directors by law, the Board of Directors shall have the power to make, adopt, alter, amend and repeal from time to time by-laws of the Corporation.

#### Article XI – Dissolution

Upon dissolution of the Corporation, the Corporation's assets shall be distributed to one or more other organizations, which shall at the time qualify as exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

#### Article XII – Earnings; Activities

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 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 any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities prohibited (a) for 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) for 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 XIII – Limitation of Liability

A director or officer of the Corporation shall not be liable to the Corporation for monetary damages for any action taken, or any failure to take any action, as a director or officer, except to the extent that exculpation from liability is not permitted under the law of the State of Idaho as in effect at the time such liability is determined. No amendment or repeal of this Article XIII shall apply to or have any effect on the liability or alleged liability of any director of the

Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

#### Article XIV -- Indemnification

The Corporation shall, to the maximum extent permitted from time to time under the law of the State of Idaho, indemnify and upon request advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was or has agreed to be a director or officer of the Corporation or while a director or officer is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against judgments, settlements, penalties, fines, including any excise tax assessed with respect to any employee benefit plan, and reasonable fees and expenses (including attorney's fees and expenses) incurred with respect to the investigation, preparation to defend or defense of such proceeding; *provided, however*, that indemnification under this Article XIV shall be available only if (i) the director or officer, at the time of such act or omission, determined in good faith that his or her course of conduct was in, or not opposed to, the best interest of the Corporation and (ii) the act or omission did not constitute fraud, gross negligence or willful misconduct; and *provided, further*, that the foregoing shall not require the Corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. Such indemnification shall not be exclusive of other indemnification rights arising under any by-law, agreement, vote of directors or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any person seeking indemnification under this Article XIV shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be established. Any repeal or modification of this Article XIV shall not adversely affect any right or protection of a director or officer of the Corporation with respect to any acts or omissions of such director or officer occurring prior to such repeal or modification.

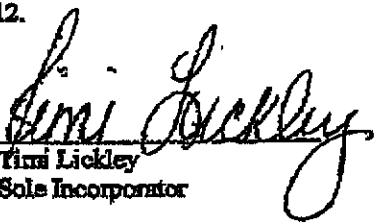
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(208) 324-2208

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THE UNDERSIGNED, as the sole incorporator named above, hereby adopts and certifies the articles stated above as of March 2, 2012.

  
Timi Lickley  
Sole Incorporator

Articles of Incorporation

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