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**ARTICLES OF INCORPORATION
OF
MENTAL WELL-BEING INITIATIVE, INC.**

The undersigned, acting as the incorporator of a nonprofit corporation (**"Corporation"**) organized under the Idaho Nonprofit Corporation Act, Chapter 30, Title 30, Idaho Code (as may be amended, the **"Act"**), adopts the following Articles of Incorporation (**"Articles"**).

**ARTICLE 1
NAME**

The name of the Corporation is Mental Well-Being Initiative, Inc.

**ARTICLE 2
STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE 3
DURATION**

The Corporation's duration is perpetual.

**ARTICLE 4
REGISTERED AGENT; MAILING ADDRESS**

The name and address of the Corporation's initial registered agent are:

Registered Agent Solutions, Inc.
10020 W. Fairview Ave., Ste. 104
Boise, ID 83704

The initial mailing address of the Corporation is:

PO Box 766
Hailey, ID 83333

**ARTICLE 5
PURPOSES**

The Corporation is organized exclusively for charitable, scientific, literary, or educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (**"Code"**), or the corresponding provisions of any future United States internal revenue law. In furtherance of and consistent with the foregoing general purpose, the Corporation's purpose includes:

A. To improve and promote the health and mental well-being of individuals throughout the Wood River Valley, located in Blaine County, Idaho, and surrounding areas by supporting and leading collaborative, community-based initiatives, which may include, without limitation, advancing public education, fostering cross-sector partnerships, and assembling and

activating resources that promote mental health awareness, access to care, and overall mental well-being.

B. To engage in any other lawful activity and exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, without limitation, the power to (i) accept donations of money, property, whether real or personal, or any other things of value, and (ii) administer and disburse its assets for charitable purposes. Nothing in these Articles authorizes or permits the Corporation to carry on a 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 6
LIMITATIONS**

No part of the Corporation's net earnings or assets will inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, but the Corporation is 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 5. No substantial part of the Corporation's activities shall include carrying on 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 (or in opposition to) any candidate for public office. Notwithstanding any other provisions 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 Code.

**ARTICLE 7
NO MEMBERS**

The corporation will not have any members.

**ARTICLE 8
BOARD OF DIRECTORS**

The Corporation's affairs will be managed by its Board of Directors ("**Board**"). The number of directors serving on the Board will, subject to these Articles, be fixed in accordance with the Bylaws (defined below), which number will not be less than three (3) nor more than fifteen (15) (each a "**Director**" and collectively "**Directors**"). Other than the Directors constituting the initial Board, who are specified in these Articles, the Directors will be elected by the then-existing Directors in the manner and for the term provided in the Bylaws, provided; however, one Director (the "**SLWRF Director**") shall at all times be appointed by the board of directors of the St. Luke's Wood River Foundation, Inc., an Idaho nonprofit corporation ("**SLWRF**"), or its successor or assigns.

The names and addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Amanda Deaver	PO Box 766, Hailey, ID 83333
Sally Gillespie	PO Box 766, Hailey, ID 83333

Megan Tanous	PO Box 766, Hailey, ID 83333
Michelle Ross	PO Box 766, Hailey, ID 83333
Sarah Seppa	PO Box 766, Hailey, ID 83333

**ARTICLE 9
DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all the Corporation's liabilities, distribute all the Corporation's consistent with the Corporation's purposes to such organization or organizations that at that time qualify as exempt organizations under Section 501(c)(3) of the Code, and otherwise in such manner as the Board determines appropriate. Any such assets not so distributed must be distributed by the district court of the county in which the Corporation's principal office is then located, exclusively for the purposes or to such organizations, as such court determines to be consistent with the Corporation's purposes.

**ARTICLE 10
INCORPORATOR**

The name and address of the incorporator are:

Jenna Vagias
PO Box 766
Hailey, ID 83333.

**ARTICLE 11
BYLAWS**

Provisions for the regulation of the Corporation's internal affairs will be set forth in the Corporation's bylaws ("**Bylaws**").

**ARTICLE 12
LIMITATION OF LIABILITY AND INDEMNIFICATION**

The Directors and officers of the Corporation will not be personally liable for the Corporation's debts and liabilities, and their personal property is exempt from seizure or levy to pay obligations of the Corporation.

The Corporation shall indemnify, hold harmless, and defend present and former Directors, officers, employees, and agents of the Corporation to the fullest extent permitted by, and in accordance with, the Act as the same exists at the time of the adoption of these Articles or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment). Expenses, including attorney fees, incurred by present and former Directors, officers, employees, and agents of the Corporation in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding in accordance with the Act.

**ARTICLE 13
AMENDMENTS**

These Articles and the Bylaws of the Corporation may be amended according to any procedure authorized by the Act in effect at the time of amendment, provided; however, for so long as the SLWRF is in existence, this Articles 13 and Article 8 (other than to delete the names and address of the initial directors) may not be amended without the prior consent of the SLWRF. In the event of any conflict between these Articles and the Bylaws, these Articles shall control.

DATED: 06/28/2025



Jenna Vagias, Incorporator