

Articles of Incorporation

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Robert S. Colman Foundation, Inc. A Nonprofit Corporation

**SECRETARY OF STATE
STATE OF IDAHO**

I, the Incorporator, a natural person 21 years of age or older, adopt the following Articles of Incorporation for the purpose of forming a nonprofit corporation under the Idaho Non-profit Corporation Act:

Article One Name

The name of the nonprofit corporation is: Robert S. Colman Foundation, Inc.

Article Two Registered Agent and Office

The name of the initial registered agent and registered office in the State of Idaho are:

Robert S. Colman
50 Adams Gulch Road
P. O. Box 7370
Ketchum, Idaho 83340

Article Three Name and Address of the Incorporator

The name and address of the incorporator are:

Robert S. Colman
50 Adams Gulch Road
P. O. Box 7370
Ketchum, Idaho 83340

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Article Four Duration

The nonprofit corporation's period of duration is perpetual.

Article Five Purposes

The nonprofit corporation is organized and will be operated exclusively for general charitable, scientific, literary and educational purposes as set forth in Section 501(c)(3) of the

Internal Revenue Code including, for these purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

Article Six Dissolution

Upon the dissolution of the nonprofit corporation, the Board of Directors will, after paying or making provision for the payment of all liabilities of the Corporation, distribute all Corporation assets to one or more organizations organized and operated exclusively for charitable, scientific, literary and educational purposes that are, at that time, qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

If any assets are not distributed as provided in the preceding paragraph, the court of appropriate jurisdiction for the county in which the principal office of the Corporation is then located, will dispose of those assets exclusively for charitable, scientific, literary and educational purposes or to one or more organizations that are, at that time, qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as the Court shall determine.

Article Seven Restrictions

No part of the net earnings or assets of the nonprofit corporation will inure to the benefit of, or be distributable to, its directors, officers or any other private persons. The nonprofit corporation may, however, pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

No part of the activities of the nonprofit corporation may include the carrying on of propaganda or be used to influence legislation as defined in Section 4945 of the Internal Revenue Code. The nonprofit corporation may not participate in, or intervene in (including the publishing or distributions of statements) in any political campaign on behalf of any candidate for public office.

The nonprofit corporation may not exercise any power or engage directly or indirectly in any activity that would invalidate its status as a corporation exempt from federal income taxation:

As a corporation exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code;

As a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code; or

As a nonprofit corporation organized under the laws of State of Idaho.

The nonprofit corporation must distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code. Furthermore, the nonprofit corporation must not:

Engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.

Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

Make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code.

Make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

Article Eight

Board of Directors

The nonprofit corporation is organized on a non-stock basis and will have no members. The Board of Directors will have authority for all affairs of the nonprofit corporation and may exercise all powers of the nonprofit corporation as permitted by federal law, state law, the Articles of Incorporation, and the By-Laws of the nonprofit corporation as in effect from time to time.

The number of director to constitute the first Board of Directors is three. The names of the directors and their addresses are:

Robert S. Colman, 50 Adams Gulch Road, P. O. Box 7370, Ketchum, Idaho 83340;
Alex Mehran, c/o Sunset Development One Annabel Lane, San Ramon, CA 94583;
Tom Hyde, The Hyde Law Group, 80 E. Sir Francis Drake Blvd., Ste 4E, Larkspur, CA 94939

After this initial Board of Directors is organized, it may change the number of director in the manner provided in the By-Laws and consistent with the laws of the State of Idaho.

Article Nine

By-Laws

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall adopt, amend and repeal from time to time, the By-Laws of the nonprofit corporation.

Article Ten

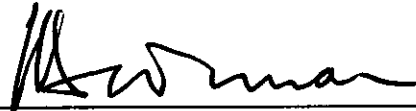
Amendments

The nonprofit corporation may amend the Articles of Incorporation in the manner provided by the laws of the State of Idaho. But no amendment may authorize the Board of Directors to conduct the affairs of the nonprofit corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code.

Article Eleven Miscellaneous

All general or specific references to the Internal Revenue Code are to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the State of Idaho are to the laws of the State of Idaho as now in force or hereafter amended.

IN WITNESS WHEREOF, the Articles of Incorporation are signed on October 1, 2013.

A handwritten signature in black ink, appearing to read "R. S. Colman", is written over a horizontal line.

Robert S. Colman