

10 OCT 14 AM 10:26

**ARTICLES OF INCORPORATION
OF
IDAHO BASQUE FRIENDSHIP FOUNDATION, INC.**

CLERK OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator of the nonprofit corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, Idaho Code Sections 30-3-1 *et seq.*, ("Act"), adopt the following Articles of Incorporation ("Articles") for the corporation defined herein.

ARTICLE I. NAME

The name of the corporation is Idaho Basque Friendship Foundation, Inc. ("Corporation").

ARTICLE II. NONPROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The Corporation's initial registered office shall be located at 601. W. Bannock St., Boise, Idaho, 83702, and the name of the initial registered agent at such address is L. Edward Miller.

ARTICLE V. PURPOSES

The Corporation is organized exclusively for charitable, scientific, literary, and educational purposes, including, but not limited to, the following:

- (a) To encourage, promote, and foster cultural ties through the sharing of art, education, culture, and history within and between Idaho and the Basque region of Spain;
- (b) To increase the development of social capital within and between Idaho and the Basque region of Spain;
- (c) To strengthen and improve economic development opportunities within and between Idaho and the Basque region of Spain;
- (d) To support such purposes through fundraising, research, education, and programming;
- (e) To make distributions to organizations that have the same or similar purpose so long as such organizations qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code.

C 188760

- (f) To have and exercise all rights and powers conferred on nonprofit corporations under the laws of Idaho, including but not limited to accepting donations of money, real or personal property, or any other thing of value, but the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code.

ARTICLE VI. LIMITATIONS

Pecuniary profit is not the object or purpose of the Corporation. No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 in Article V hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax.

ARTICLE VII. MEMBERS

SECTION 1. Classes. The Corporation shall have members. There shall be two classes of members of the Corporation: Supporting Members and Associate Members.

SECTION 2. Supporting Members. Supporting Members are individuals or entities which pay Supporting Member Fees as established by the Board of Directors. Before becoming a Supporting Member, an individual or entity must be approved by the Board of Directors in a manner described in the Bylaws. Each Supporting Member shall be entitled to one vote on any issue or matter submitted to or required to be submitted to a vote of the membership. The Board of Directors may levy assessments upon Supporting Members.

SECTION 3. Associate Members. Associate Members are individuals or entities which pay Associate Member fees as established by the Board of Directors. Associate Members have no voting rights.

ARTICLE VIII. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three and not more than fifteen individuals. The actual number of Directors shall be fixed in accordance with the Bylaws 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 in the manner and for the terms provided in the Bylaws of the Corporation. The initial Board of Directors, who shall serve until their successors are duly elected or appointed in accordance with the Bylaws, shall consist of:

Mark Rivers
915 W. Jefferson, Ste. 100
Boise, ID 83702

L. Edward Miller
601. W. Bannock St.
Boise, Idaho, 83702

Brad Little
210 West Main
PO Box 488
Emmett, ID 83617

ARTICLE IX. DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation pursuant to the Act, if there shall be any balance of assets and funds of the Corporation after the payment or provision for all debts of the Corporation and the necessary expenses of dissolution, the Board of Directors shall distribute such funds or assets for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code, or to the Federal government, or to a State or local government, for a public purpose.

ARTICLE X. AMENDMENT

These Articles may be amended pursuant to the Act. If the Act requires a vote of the membership for amendment of these Articles, only Supporting Members are authorized to vote.

ARTICLE XI. INCORPORATOR

The name and street address of the incorporator is:

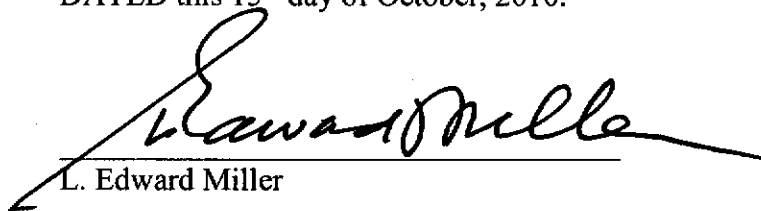
L. Edward Miller
601. W. Bannock St.
Boise, Idaho, 83702

The mailing address shall be the same.

ARTICLE XII. BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws of the Corporation.

DATED this 13th day of October, 2010.


L. Edward Miller