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SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION  
OF

CHILDREN'S ADVOCACY NETWORK, INC.

FILED  
98 MAY 18 AM 10:39  
SECRETARY OF STATE  
STATE OF IDAHO

The undersigned citizens and residents of the State of Idaho and the United States of America, over the age of twenty-one (21), for the purpose of organizing and forming a Nonprofit Corporation under the provisions of the Idaho Nonprofit Corporation Act, and acting as incorporators of a corporation under the Idaho Nonprofit Corporation Act (Idaho Code § 30-1-1 et seq), adopt the following Articles of Incorporation for such corporation:

We, the undersigned, and all laws amendatory and supplementary, and for such purpose, do hereby associate ourselves, and make, sign and acknowledge, certify, adopt and file this certificate and Articles Incorporation for that purpose as follows:

ARTICLE 1 NAME

The name of the corporation is the Children's Advocacy Network, Inc., which may be abbreviated to be (C.A.N.).

ARTICLE 2 PURPOSES

The purpose and purposes for which the corporation is organized are as follows:

(A) The transaction of any lawful activity in Idaho.

To provide assistance to children by means best designated to assist children in obtaining opportunities for development; to create a public awareness of the needs of children; to create a network of persons who are willing to provide assistance, expertise, equipment or funding to help develop programs for the enrichment of the lives of children; to provide funding, expertise,

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and personal and other support for non-profit children's organizations or programs which provide support for the enrichment of children's lives.

- (C) To operate exclusively for charitable, advocacy, educational or cultural purposes in such manner as the board of directors may deem best; to receive funds from individuals, partnerships, corporations, foundations or other entities and apply the funds so received to uses authorized by these Articles; to make gifts of real and personal property corporations, trust, other non-profit corporations and organizations which assist children; to act as trustee of trusts funds created solely for charitable, advocacy, educational, or cultural purposes'.

#### ARTICLE 3 DURATION

The duration of the corporation is perpetual.

#### ARTICLE 4 DIRECTORS

The names and address of the individuals who are to serve as initial directors shall be as follows:

Name	Address
Becky Dahl	P.O. Box 4228, Pocatello, ID 83205
Bonnie Frantz	254 S. Lincoln, Pocatello, ID 83204
Jim Mariani	3295 E. Center, Pocatello, ID 83201
Maggie Mann	465 Memorial Dr., Pocatello, ID 83201
Mickie Adler	150 S. Arthur Rm. 214, Pocatello, ID 83204
Vicki Schumacher	1402 Eastridge, Pocatello, ID 83201
Juli Mead	ISU Campus Box 8037, Pocatello, ID 83209

Section One. The number of directors shall not be less than the minimum number prescribed by law and shall be fixed in the by-laws of the corporation, except as to the first Board of Directors

which shall be fixed herein. The first Board of Directors shall consist of directors and the names and addresses of the persons who are to serve as the initial directors until the first annual election of the directors.

Section Two. The directors shall subsequently be elected upon adoption of a resolution by the vote of a majority in office at the annual meeting of the Board of Directors. The President of the corporation shall be an ex officio director.

#### ARTICLE 5: MANAGEMENT OF CORPORATION BY DIRECTORS

Section One. The management of all the affairs and business of the Corporation shall be vested in the Board of Directors.

Section Two. The number, classification, qualifications, powers, duties, terms of office, manner of election and times and places for (and quorum at) meetings of the Board of Directors shall be prescribed by the Board of Directors and recorded in the Bylaws of the Corporation.

Section Three. The Board of Directors may adopt any other Bylaws by a majority vote that will further the purposes of the Corporation as established herein.

Section Four. All actions by the corporation shall be decided upon by a MAJORITY VOTE of the Board of Directors and placed in Records of the Corporation in the form of a RESOLUTION.

Section Five. The OFFICERS of the Corporation shall be designated, named, elected, or appointed in a manner to be prescribed in the Bylaws of the Corporation.

Section Six. Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that

such person is or was a Director, officer, employee, or authorized agent of the corporation shall be indemnified and held harmless by this corporation, pursuant to Idaho law including Idaho Code §30-1-59(2) and §30-322, against any and all reasonable expenses, including attorney fees, incurred in connection with the defense or settlement of such action, suit or proceeding; except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such person is liable for intentional misconduct, knowing violation of the law, receipt of improper benefits or money, gross negligence with bad faith, or when the board of directors by two-thirds (2/3) vote shall otherwise deem such indemnification improper. The Board of Directors may establish insurance to ensure this indemnification, as they should deem necessary, in the Bylaws of the Corporation.

#### ARTICLE 6 REGISTERED AGENT

The street address of the corporations initial registered office and the name of its initial registered agent at the office is Mickie Adler, 150 S. Arthur, Rm. 214, Pocatello, Idaho.

#### ARTICLE 7 MEMBERS

Section One. The corporation will have members. The qualifications of membership shall be set forth in the by-laws.

Section Two. The members of the corporation shall not be personally liable for the debts, liabilities or obligations of the corporation under Idaho Code law.

Section Three. The management of the affairs of the corporation shall not be managed by the members but shall instead be managed by a board of directors elected by the members.

Section Four. The qualifications, voting rights, and other

pertinent matters regarding membership in the corporation shall be specified in Bylaws of the corporation.

#### ARTICLE 8: NON-PROFIT STATUS

The corporation is nonprofit corporation under the Idaho Nonprofit Corporation Act (Title 30, Chapter 3, Idaho Code, sections 30-1-1 et seq), now and as hereinafter amended.

This corporation is not organized for pecuniary profit. This corporation shall not have the power to issue certificates of stock or declare dividends; no part of the net earnings or assets (if any) of the corporation shall inure to the benefit of, be distributable to, nor shall dividends be paid to, any member, director, officer, or any other private person at any time, whatsoever. Provided that, the corporation shall have the power to pay reasonable compensation for services rendered and to make payments and distributions in accordance with the corporate purposes set forth herein.

No part of the activities of the corporation shall be the carrying on of propaganda, 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 other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (of the corresponding provision of any future Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions

of any future United States Internal Revenue Law).

#### ARTICLE 9 DISSOLUTION OF CORPORATION

In the event of the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, distribute its remaining net assets to one or more organizations operated exclusively for charitable, educational, religious, or scientific purposes, as shall at that time qualify as such under Internal Revenue Code Section 501(c)(3). Any such assets not so distributed shall be disposed of as the Circuit Court of the County of City in which the principal office of the corporation is then located. This corporation is not organized for, and shall not be operated for, pecuniary gain or profits; and it does not contemplate the distribution of gains, profits, or dividend to the members thereof, or to any private shareholder or individual. The property, assets, profits, and net income of this corporation are irrevocably, dedicated to charitable purposes and no part of the property, assets, profits, or net income of this corporation shall ever inure to the benefit of any shareholder or individual.

This corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

#### ARTICLE 10 BY-LAWS

The other provisions with respect to the operation of the corporations shall be set forth in the By-Laws.

# ARTICLE 11 INCORPORATORS

Name and address of each incorporator are as follows:

Name	Address
Linda Burke	734 N. Garfield, Pocatello, ID 83204
Becky Dahl	P.O. Box 4228, Pocatello, ID 83205
Bonnie Frantz	254 S. Lincoln, Pocatello, ID 83204
Dorothy Tooley	345 S. 12th, Pocatello, ID 83201
Jim Mariani	3295 East Center, Pocatello, ID 83201
Mickie Adler	150 S. Arthur Rm. 214, Pocatello, ID 83204

IN WITNESS WHEREOF, the following persons acknowledge that they are residents of the State of Idaho and have joined together with those others hereto signed to incorporate this corporation as a nonprofit corporation.

Linda C. Burke  
Becky Dahl  
Bonnie Frantz  
Dorothy C. Tooley  
James S. Mariani  
Mickie Adler

STATE OF IDAHO )  
 ) ss.  
County of Bannock )

On this \_\_\_\_\_ day of \_\_\_\_\_, 199\_\_, before me, the undersigned, a Notary Public in and for said State, personally appeared the above named parties, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

(SEAL)

\_\_\_\_\_  
NOTARY PUBLIC FOR IDAHO  
Residing at Pocatello  
My commission expires:\_\_\_\_\_