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SECRETARY OF STATE
 STATE OF IDAHO

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
KINDERHAVEN INC.

The undersigned, in order to form a nonprofit corporation under the provisions of Idaho Nonprofit Corporation Act, Title 30, Chapter 3, Idaho Code, submits the following articles of incorporation to the Idaho Secretary of State.

On May 19, 2015, the following Amended and Restated Articles of Incorporation was unanimously adopted by the Directors of Kinderhaven Inc., at a duly noticed special meeting of the Directors.

ARTICLE I.
NAME OF CORPORATION, OFFICE

- 1.1 **Corporate Name.** The name of the corporation shall be Kinderhaven Inc. (hereinafter "Corporation").
- 1.2 **Corporate Office.** The initial office of the Corporation shall be located at 900 Spruce, Sandpoint, Idaho 83864.

ARTICLE II.
PURPOSE AND POWERS OF CORPORATION

- 2.1 **Purpose.** The Corporation is formed for the specific purpose of providing services for Idaho children who have been abused or neglected or who are at risk of being abused or neglected. The intent of the Incorporator is to create a tax exempt entity under the authority of Section 501(c)(3) of the Internal Revenue Code. The Corporation shall limit its substantial activities to the furtherance of its exempt purposes.
- 2.2 **General Authority.** The Corporation shall have and shall exercise all rights and powers necessary and convenient to carry out its purpose including those general powers set forth in the Idaho Nonprofit Corporation Act.
- 2.3 **Dedication of Assets.** The assets of the Corporation are expressly dedicated to the exempt purposes of a 501(c)(3) organization.

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- 2.4 **Bylaws.** The Corporation shall adopt and maintain Bylaws.

ARTICLE III. INITIAL DIRECTORS

The initial Directors shall be:

Kathy Chambers, Chairperson, PO Box 1996, Sandpoint, Idaho 83864, who shall serve a 3 year term.

Alana Hatcher, Vice Chairperson, PO Box 99, Sandpoint, Idaho 83864, who shall serve a 2 year term.

Kim Diercks, Secretary, 401 Lake Street, Sandpoint, Idaho 83864, who shall serve a 1 year term.

ARTICLE III. INITIAL REGISTERED AGENT

The initial registered agent shall be PHYLLIS HORVATH, whose address (registered office) is 900 Spruce, Sandpoint, Idaho 83864.

ARTICLE IV. INCORPORATOR

The incorporator is Phyllis Horvath whose address is 900 Spruce, Sandpoint, Idaho 83864.

ARTICLE V. NON-MEMBERSHIP CORPORATION

The Corporation shall not have members. The Corporation shall be governed by its Board of Directors.

ARTICLE VI. DISSOLUTION AND DISTRIBUTION OF ASSETS UPON DISSOLUTION

- 6.1 **Requirements for Dissolution.** The Corporation may be dissolved upon the unanimous consent of the Board of Directors voting at a duly noticed meeting of the Board.
- 6.2 **Distribution of Assets.** Upon dissolution, any assets remaining after payment of debts and satisfaction of liability shall be distributed to (a) a State or political subdivision thereof for a public purpose or (b) to another organization for one or more exempt purposes described in § 501(c)(3), Internal Revenue Code, and whose income is also excludable from gross income under § 115(1), Internal Revenue Code.

- 6.3 **Statutory Provisions.** Except as otherwise provided above, Dissolution shall be accomplished in compliance with § 30-3-110 et. seq., Idaho Code.

ARTICLE VII. BOARD OF DIRECTORS

- 7.1 **Management Vested in the Board of Directors.** The Board of Directors (Board) shall (a) govern the Corporation; (b) authorize the acquisition and distribution of the Corporation's real property; (c) monitor the Corporation's financial affairs; (d) determine the general policies under which the Corporation shall operate; (e) hire and supervise the Corporation's Chief Executive Officer; and (f) and take any other lawful action to protect and advance the interests of the Corporation.
- 7.2 **Board of Directors.** The Board shall consist of no less than three (3) Directors who shall serve staggered three year terms. Directors shall be appointed by a majority of Directors at an annual meeting or at a special meeting called for the purpose electing Directors. The Directors may, by majority vote, enlarge the Board. The Board, by resolution, may decrease the number of Directors but only upon the expiration of the term of the Director whose position is to be eliminated. The Board shall maintain a staggered appointment system that insures at least one Director is appointed each year. Directors may serve consecutive terms.
- 7.3 **Officers.** The Board shall annually elect its officers. There shall be a President, Vice President, Secretary and Treasurer. One person may serve as both Secretary and Treasurer. Officers shall be elected by a majority of Directors voting at a duly called meeting of the Directors. An officer may be removed from office at any time, for any reason, by a majority of the elected Directors. Such removal shall be evidenced by a resolution, executed by a majority of the Directors and delivered to the Secretary and the officer being removed. The officer's authority shall terminate upon delivery of said resolution to the Secretary.
- 7.4 **Action of the Board.** The action of the Board shall be the action of the Corporation.

ARTICLE VIII. AMENDMENTS

The Directors, by majority vote, may amend these Articles at any time EXCEPT it shall take a unanimous vote of the Directors to modify Article 7.3.

ARTICLE IX. NONDISCRIMINATION POLICY

The Corporation shall not discriminate against any person in the provision of services or facilities because of race, color, religion, sex, familial status, or national origin, or other legally protected characteristic. The term "familial status" means the status of parental or guardianship relationships or pregnancy.

ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify and hold harmless its directors, officers, and employees from personal liability for monetary damages, court costs and attorney fees in any suit or proceeding, other than an action by or in the right of the Corporation, if such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation. This provision is intended to comply with, and shall be interpreted in conformity with the indemnification provisions of § 30-3-88, Idaho Code.


Incorporator

STATE OF IDAHO
COUNTY OF BONNER

} SS.

On this 28 day of May, in the year of 2015, before me, a Notary Public for the state of Idaho, personally appeared Phyllis Horvath, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same.

(Sign) M. L. Johnson
NOTARY PUBLIC
Residing at: Sandpoint
My commission expires: May 6, 2017

