

**FIRST AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
PTC COMMUNITY IMPACT FUND CORP.**

The undersigned, acting as the incorporator of a nonprofit corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 30, Title 30, Idaho Code ("Act"), adopt the following Amended Articles of Incorporation to replace and supplement those certain Articles of Organization (Nonprofit) originally filed with the Idaho Secretary of State on October 22, 2018.

**ARTICLE I. NAME**

The name of the corporation is **PTC COMMUNITY IMPACT FUND CORP.** (the "Foundation").

**ARTICLE II. NONPROFIT STATUS**

The Foundation is a nonprofit corporation.

**ARTICLE III. PERIOD OF DURATION**

The period of duration of the Foundation is perpetual.

**ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT**

The location of this Foundation is in THE City of Boise, County of Ada, State of Idaho. The address of the initial registered office is 8151 W. Rifleman Street, Boise, ID 83704, and the name of the initial registered agent at this address is Jesse Hamilton whose address is 1211 W. Myrtle Street, Suite 100, Boise ID 83704.

**ARTICLE V. PURPOSES**

The purposes for which the Foundation is organized and will be operated are as follows:

A. To benefit charitable, religious, educational, literary, national or international amateur sports competition (but only to the extent it does not involve the provision of athletic facilities or equipment), prevention of cruelty to children or animals, and/or scientific endeavors by receiving contributions and paying the contributions and any earnings therefrom to organizations that are described in section 501 (c)(3) of the Internal Revenue Code of 1986 (other than organizations organized or operated for the purpose of testing for public safety), provided such organizations are exempt from tax under section 501 (a) of the Internal Revenue Code of 1986 and are described in section 170(c)(2) of the Internal Revenue Code of 1986.

B. To exercise all powers granted by law necessary and proper to carry out the above-

stated purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other thing of value.

#### **ARTICLE VI. LIMITATIONS**

No part of the net earnings or the assets of the Foundation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Foundation 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 Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in, nor 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 provision of these articles, the Foundation 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 Internal Revenue Code of 1986, as amended from time to time. At no time shall the Foundation be controlled directly or indirectly by one or more disqualified persons (as defined in section 4946 of the Internal Revenue Code of 1986), other than Foundation managers (as defined in section 4946(b) of the Internal Revenue Code of 1986) and other than one or more publicly supported organizations. The Foundation must act, or is prohibited from acting, as the case may be, so that the Foundation and any Foundation managers or other disqualified persons with respect thereto, shall not be liable for any of the taxes imposed by sections 4941, 4942, 4943, 4944, and 4945 of the Internal Revenue Code of 1986. The Foundation must distribute its income for each taxable year at such time and in such manner as not to subject the Foundation to tax on undistributed income imposed under section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Foundation is prohibited from engaging in any act of self-dealing as defined in section 4941 (d) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. The Foundation is prohibited from retaining any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Foundation is prohibited from making any investments in such a manner as to subject the Foundation to tax under section 4944 of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. The Foundation is prohibited from making any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

#### **ARTICLE VII. NO MEMBERS**

The Foundation shall have no members.

#### **ARTICLE VIII. BOARD OF DIRECTORS**

The affairs of the Foundation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) individuals. The actual number of Directors shall be fixed by the Bylaws of the Foundation. The initial Board of Directors is set forth below. Each Director shall serve for a term of three (3) years. Before or after the expiration

of a Director's term, or in the event of the death, incapacity, resignation, or refusal to serve of any Director, the remaining Directors shall appoint, by majority vote, a successor Director. A Director may succeed himself if appointed by the remaining Directors. If there are no Directors due to the expiration of terms, death, incapacity, refusal to serve, or resignation of the Directors, or for any other reason, then any person may petition any Judge of any District Court of the State of Idaho for appointment of a Board of Directors, and the Judge so petitioned shall appoint a Board of Directors. The decision of the Judge shall be binding upon all parties and shall not be subject to review or appeal.

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

NAME	ADDRESS
Tim Bundgard	8151 W. Rifleman Street, Boise ID 83704
Jesse Hamilton	1211 W. Myrtle Street, Suite 100, Boise ID 83702
Cindy Truchot	8151 W. Rifleman Street, Boise ID 83704
Michelle Gieseke	8151 W. Rifleman Street, Boise ID 83704

#### **ARTICLE IX. DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Foundation, distribute all the assets of the Foundation consistent with the purposes of the Foundation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Foundation is then located, exclusively for such purposes or to such organizations as such court shall determine to be consistent with the purposes of the Foundation.

#### **ARTICLE X. INCORPORATOR**

The name and street address of the incorporator is Pioneer Title Company of Ada County, Inc. located at 8151 W. Rifleman Street, Boise ID 83704.

#### **ARTICLE XI. BYLAWS**

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

DATED this 31<sup>st</sup> day of October, 2018.

Incorporator: Pioneer Title Company of Ada County, Inc.

By: Jesse Hamilton  
Jesse Hamilton

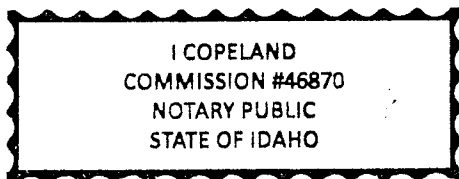
Its: General Counsel and S.V.P.

STATE OF IDAHO )

County of Ada ) ss

On this 31<sup>st</sup> day of October, in the year 2018, before me, the undersigned Notary Public in and for said State, personally appeared Jesse Hamilton, known or identified to me to be the General Counsel and S.V.P of the Incorporator of PTC COMMUNITY IMPACT FUND CORP., that he signed the foregoing document as said incorporator of the corporation and that the statements therein contained are true.

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



[Signature]  
Notary Public for Idaho  
Residing at: Boise ID  
Commission Expires: 6/22/2024