

**FILED EFFECTIVE**

ARTICLES OF INCORPORATION  
OF  
Heroes On Wheels CORP  
AN IDAHO NON-PROFIT CORPORATION

2016 SEP 21 AM 8:28

SECRETARY OF STATE  
STATE OF IDAHO

THE UNDERSIGNED, ALL CITIZENS OF THE UNITED STATES OF AMERICA AND OF LEGAL AGE,  
DESIRING TO FORM A NON-PROFIT CORPORATION UNDER THE NON-PROFIT CORPORATION LAW OF THE  
STATE OF IDAHO, TITLE 30, CHAPTER 3, IDAHO CODE, DO HEREBY CERTIFY:

ARTICLE ONE

THE NAME OF THE CORPORATION SHALL BE:

HEROES ON WHEELS CORP

ARTICLE TWO

THE PLACE IN THIS STATE WHERE THE PRINCIPAL OFFICE OF THE CORPORATION IS TO BE  
LOCATED IS THE CITY OF REXBURG, COUNTY OF MADISON, AND STATE OF IDAHO. THE PRINCIPAL  
OFFICE ADDRESS IS 4521 SOUTH 4300 WEST, REXBURG, IDAHO 83440. THE NAME OF THE  
CORPORATION'S INITIAL REGISTERED AGENT IS RON NAEGELIN. ALL OFFICIAL NOTICES AND PROCESS  
SHALL BE SERVED ON THE REGISTERED AGENT OF THE CORPORATION AT THE ABOVE PRINCIPAL OFFICE  
ADDRESS.

ARTICLE THREE

SAID CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE, RELIGIOUS, EDUCATIONAL  
AND SCIENTIFIC PURPOSE, INCLUDING, FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO  
ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501(c)(3) OF THE  
INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

IDAHO SECRETARY OF STATE

09/21/2016 05:00

CK:1692 CT:329284 BH:1547281

1@ 30.00 = 30.00 INC NONP #2

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#### ARTICLE FOUR

THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE THE INITIAL INCORPORATORS OF THE CORPORATION, AND PERSONS EXECUTING THESE ARTICLES OF THE CORPORATION ARE AS FOLLOWS:

RON NAEGELIN  
4521 SOUTH 4300 WEST  
REXBURG, ID 83440

LANA DAVIS  
PO BOX 314  
REXBURG, ID 83440

JERRY STEED  
596 EAGLEWOOD DR  
REXBURG, ID 83440

SHARON PIRENTE  
464 REED STREET  
REXBURG, ID 83440

BILL PARKER  
352 WEST 1<sup>ST</sup> NORTH  
REXBURG, ID 83440

#### ARTICLE FIVE

NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, TRUSTEES, 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 SEVEN HEREOF. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE CORPORATION SHALL NOT PARTICIPATE IN, OR INTERVIEW 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 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, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR (b) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(c)(2) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

## ARTICLE SIX

IN THE EVENT OF A DISSOLUTION OF THE CORPORATION, THE ORGANIZATION TO RECEIVE THE ASSETS OF THE HEROES ON WHEELS INC. HEREUNDER SHALL BE SELECTED IN THE DISCRETION OF A MAJORITY OF THE BOARD OF DIRECTORS AND THE ASSETS SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE. IF THE BOARD OF DIRECTORS CANNOT SO AGREE THE ASSETS SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR SHALL BE DISTRIBUTED TO THE FEDERAL GOVERNMENT, OR TO A STATE OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE. ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY A COURT OF COMPETENT JURISDICTION OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS THEN LOCATED, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

## ARTICLE SEVEN

THE PURPOSES OF THE CORPORATION SHALL BE AS FOLLOWS:

- (A) TO PROVIDE VETERANS, MEN AND WOMEN WHO HAVE SERVED HONORABLY IN THE MILITARY FORCES OF THE UNITED STATES OF AMERICA, AND THEIR CHILDREN, AN OPPORTUNITY TO ENJOY THE FREEDOM THROUGH MOBILITY THE OPOURTUNITY TO ENJOY LIFE AND ALL IT HAS TO OFFER. THE OUTDOORS, SHOPPING, TRAVEL, CAMPING, FISHING, AND OTHER FAMILY ACTIVITIES.
- (B) TO PROMOTE THE SOCIAL WELFARE OF THE PARTICIPANTS BY INTERACTING WITH OTHER VETERANS AND VOLUNTEERS DURING SPONSORED ACTIVITIES.
- (C) TO PROVIDE SPOUSES AND CHILDREN OF VETERANS WHO HAVE DIED IN COMBAT, DIED IN TRAINING OR DIED IN SERVICE TO OUR NATION THE OPPORTUNITY TO ENJOY THE FREEDOM THROUGH MOBILITY THE OPOURTUNITY TO ENJOY LIFE AND ALL IT HAS TO OFFER.
- (D) TO REDIRECT NEGATIVE THOUGHTS AND BEHAVIORAL PATTERNS BY HIGHLIGHTING INDIVIDUAL ABILITY RATHER THAN DISABILITY.
- (E) TO DISPERSE AS PERMITTED, EITHER INCOME OR PRINCIPAL, OR BOTH, FROM SUCH PROPERTY AS THE CORPORATION MAY FROM TIME TO TIME OWN, EXCLUSIVELY FOR CHARITABLE, RELIGIOUS, EDUCATIONAL, AND SCIENTIFIC PURPOSES, INCLUDING BUT NOT LIMITED TO, THE SPECIFIC PURPOSE OF REHABILITATION OF VETERANS AND THEIR FAMILIES.
- (F) TO UTILIZE REAL OR PERSONAL PROPERTY THE CORPORATION MAY ACQUIRE IN FURTHERANCE OF THE PURPOSES AND POWERS AS OUTLINED IN THESE ARTICLES OF INCORPORATION.

## ARTICLE EIGHT

### THE POWERS OF THE CORPORATION SHALL BE AS FOLLOWS:

- (A) TO ACCEPT, RECEIVE, ADMINISTER, CONTROL, INVEST AND REINVEST GIFTS, DONATIONS, CONTRIBUTIONS, DEVISES AND BEQUESTS OF MONEY AND/OR PROPERTY, WHETHER REAL PROPERTY, PERSONAL PROPERTY OR A MIX OF REAL PROPERTY AND/OR PERSONAL PROPERTY, AND WHETHER TANGIBLE OR INTANGIBLE, OR ANY INTEREST THEREIN, FOR THE PURPOSES OF CARRYING OUT THE PURPOSES, OBJECTS AND PURSUITS OF THIS CORPORATION.
- (B) TO EXPEND, DISPOSE OF, HYPOTHECATE, CONVERT, MORTGAGE, PLEDGE, DONATE OR GIVE ANY OF THE FUNDS OF THIS CORPORATION OR ANY OF ITS ASSETS FOR THE ACCOMPLISHMENT OF ITS PURPOSES, OBJECTS OR PURSUITS IN SUCH A MANNER, IN SUCH AMOUNTS, AND AT SUCH TIMES AND FROM TIME TO TIME AS THE BOARD OF DIRECTORS IN THEIR ABSOLUTE DISCRETION SHALL DEEM APPROPRIATE.
- (C) TO ACQUIRE, RECEIVE, PURCHASE, LEASE, OWN, HOLD, IMPROVE, MAINTAIN, ENJOIN, SELL, MORTGAGE, DISPOSE OF OR ENCUMBER ANY AND ALL AND EVERY KIND OF REAL PROPERTY AND/OR PERSONAL PROPERTY, WHETHER TANGIBLE OR INTANGIBLE, OR ANY INTEREST THEREON.
- (D) TO DISBURSE FUNDS AT ANY TIME HELD BY IT FOR ANY AND ALL OF THE PURPOSES AND OBJECTS OF THIS CORPORATION IN SUCH AMOUNTS AND AT SUCH TIMES AND FROM TIME TO TIME AS THE BOARD OF DIRECTORS IN THEIR ABSOLUTE DISCRETION SHALL DEEM APPROPRIATE.
- (E) TO SUBSCRIBE FOR, PURCHASE OR OTHERWISE ACQUIRE AND TO HOLD AND USE, WITH RIGHTS THEREFORE AS MAY BE PERMITTED TO NATURAL PERSONS, SHARES OF STOCK, BONDS, RIGHTS AND OBLIGATIONS OR CORPORATION, ASSOCIATION OR GOVERNMENTAL ENTITY, AND TO MORTGAGE, PLEDGE, HYPOTHECATE AND SELL SUCH SHARES OF STOCK, BONDS, RIGHTS AND OBLIGATIONS.
- (F) TO BORROW MONEY AND INCUR INDEBTEDNESS, TO ISSUE NEGOTIABLE AND NON-NEGOTIABLE INSTRUMENTS EVIDENCING SAID INDEBTNESS AND TO SECURE INDEBTEDNESS OF THE CORPORATION BY MORTGAGE, PLEDGE OR OTHER APPROPRIATE TYPE OF SECURITY AGREEMENT.
- (G) TO CONTRACT AND BE CONTRACTED WITH.
- (H) TO SUE AND BE SUED.
- (I) TO EMPLOY AND COMPENSATE SUCH PERSONNEL, INCLUDING DIRECTORS, AS MAY BE NECESSARY OR DESIRABLE TO CARRY OUT THE PURPOSE OF THIS CORPORATION PROVIDED THAT NO PART OF THE ASSETS OR EARNINGS OF THIS CORPORATION SHALL INURE TO THE

BENEFIT OF ANY MEMBER, DIRECTOR OR OFFICER HEREOF OR ANY OTHER INDIVIDUAL, EXCEPT AS REASONABLE COMPENSATION FOR SERVICES IN EFFECTING ONE OR MORE OF THE PURPOSES OF THIS CORPORATION.

- (J) TO CREATE, ESTABLISH, MAINTAIN OR PARTICIPATE IN THE ADMINISTRATION OF TRUSTS OF ANY PROPERTY, MONEY, OR ASSETS BELONGING TO THE CORPORATION OR DEvised, GIVEN, CONTRIBUTED OR BEQUEATHED TO THE CORPORATION, IN ORDER TO CARRY OUT THE PURPOSES AND OBJECTS OF THIS CORPORATION.
- (K) TO PERFORM ANY OF THE POWERS OR OBJECTS OF THE CORPORATION HEREIN ENUMERATED, EITHER DIRECTLY OR INDIRECTLY THROUGH THE CORPORATION OR THE INSTRUMENTALITY OF TRUST OR TRUST FUNDS.
- (L) TO DO ANY AND ALL THINGS NECESSARY, SUITABLE, CONVENIENT, EXPEDIENT, DIRECTLY, OR INDIRECTLY, FOR THE ADMINISTRATION OF THE AFFAIRS AND ATTAINMENT OF THE PURPOSES OF THE CORPORATION AND NOT OTHERWISE PROHIBITED BY LAW OR BY THE BY-LAWS OF THE CORPORATION AND TO ENGAGE IN ANY LAWFUL ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED UNDER THE LAWS OF THE STATE OF IDAHO AND IN ADDITION OF THE FOREGOING POWERS, SUCH OTHER POWERS WHICH ARE NOW OR MAY HEREAFTER BE CONFERRED BY LAW ON A CORPORATION ORGANIZED FOR SUCH PURPOSES, SUBJECT TO SUCH LIMITATIONS AS ARE OR MAY BE PRESCRIBED BY LAW.

#### ARTICLE NINE

THE ESTIMATED VALUE OF THE PROPERTY AND MONEY POSSESSED BY THE CORPORATION AT THE TIME OF DRAWING THESE ARTICLES OF INCORPORATION IS NOTHING. THE SOURCES OF INCOME OF THE CORPORATION SHALL BE GIFTS, CONTRIBUTIONS, DEVISES, BEQUESTS AND DONATIONS AND THE INCOME RECEIVED THEREFROM BY THE CORPORATION FOR THE PURPOSE OF CARRYING OUT ITS PURPOSES, POWERS AND OBJECTS. ALL OF SUCH ASSETS ACQUIRED BY THE CORPORATION SHALL ULTIMATELY BE USED IN CARRYING OUT ITS PURPOSES, POWERS AND OBJECTS AND NONE OF SUCH ASSETS SHALL BE DISTRIBUTED TO ANY MEMBER, DIRECTOR OR OFFICER OF THE CORPORATION IN THE EVENT OF THE DISSOLUTION OF THE CORPORATION.

#### ARTICLE TEN

THE TERM OF EXISTENCE OF THIS CORPORATION SHALL BE PERPETUAL.

ARTICLE ELEVEN

THIS IS A NON-PROFIT CORPORATION, ORGANIZED WITHOUT CAPITAL STOCK, AND THERE SHALL BE NO CAPITAL STOCK ISSUED BY THE CORPORATION.

ARTICLE TWELVE

THE CORPORATION SHALL HAVE NO MEMBERS.

ARTICLE THIRTEEN

THE MANAGEMENT OF THE AFFAIRS OF THE CORPORATION SHALL BE VESTED IN THE BOARD OF DIRECTORS AS DEFINED BY THE BY-LAWS OF THE CORPORATION.

ARTICLE FOURTEEN

THE BOARD OF DIRECTORS OF THE CORPORATION SHALL NOT BE PERSONALLY LIABLE FOR THE DEBTS, LIABILITIES OR OBLIGATIONS OF THE CORPORATION.

ARTICLE FIFTEEN

THE PROPERTY, AFFAIRS AND ACTIVITIES OF THIS CORPORATION SHALL BE MANAGED, GOVERNED AND CONTROLLED BY A BOARD OF DIRECTORS CONSISTING OF FIVE (5) PERSONS WHO ARE CITIZENS OF THE UNITED STATES OF AMERICA AND CHOSEN WITH DUE RESPECT FOR THE VARIETY OF PROFESSIONS, BUSINESS ACTIVITIES, GENERAL EXPERIENCE AND INTEREST IN CHARITABLE, RELIGIOUS, EDUCATION AND SCIENTIFIC FIELDS WHICH FURTHER THE PURPOSES AND POWERS OF THE CORPORATION.

AT THE FIRST MEETING OF EACH NEW YEAR, THE SUCCESSORS TO DIRECTORS WHOSE TERMS EXPIRE SHALL BE ELECTED BY THE BOARD OF DIRECTORS PRESENT IN PERSON AT THAT MEETING.

EACH DIRECTOR HEREINAFTER REFERRED TO, SHALL HOLD OFFICE FOR TWO (2) YEARS AND ONCE ELECTED THE DIRECTORS SHALL SERVE UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY PURSUANT TO THE BY-LAWS OF THE CORPORATION.

#### ARTICLE SIXTEEN

THE NUMBER OF DIRECTORS INITIALLY CONSTITUTING THE BOARD OF DIRECTORS OF THIS CORPORATION SHALL BE FIXED AT FIVE (5) AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL TAKE OFFICE ARE:

RON NAEGELIN  
4521 SOUTH  
REXBURG, ID 83440

LANA DAVIS  
PO BOX 314  
REXBURG, ID 83440

JERRY STEED  
596 EAGLEWOOD DR  
REXBURG, ID 83440

SHARON PIRENTE  
464 REED ST  
REXBURG, ID 83440

BILL PARKER  
352 WEST 1<sup>ST</sup> NORTH  
REXBURG, ID 83440

#### ARTICLE SEVENTEEN

THE BOARD OF DIRECTORS SHALL HAVE THE RIGHT TO MAKE AND AMEND BY-LAWS AND/OR ARTICLES OF INCORPORATION, NOT INCONSISTENT WITH ANY EXISTING LAW AND NOT INCONSISTENT WITH THESE ARTICLES OF INCORPORATION, FOR THE GOVERNMENT OF THE AFFAIRS OF THE CORPORATION AND THE MANAGEMENT OF THE CORPORATION AS DEFINED IN THE POWERS AND PURPOSES IN THESE ARTICLES OF INCORPORATION. AMENDMENTS SHALL ONLY BE ADOPTED UPON APPROVAL BY THREE-FIFTHS (3/5) OF ALL THE ELECTED BOARD OF DIRECTORS OF THE CORPORATION.

ACKNOWLEDGMENT OF CONSENT TO APPOINTMENT AS INITIAL REGISTERED AGENT

I, RONALD F. NAEGELIN, AGREE TO BE THE INITIAL REGISTERED AGENT OF THE CORPORATION AS APPOINTED HEREIN. IN THE EVENT I AM NO LONGER ABLE OR WILLING TO BE THE REGISTERED AGENT, I WILL REMAIN AS THE REGISTERED AGENT UNTIL THE BOARD OF DIRECTORS APPROVES MY REPLACEMENT.


  
RONALD F. NAEGELIN

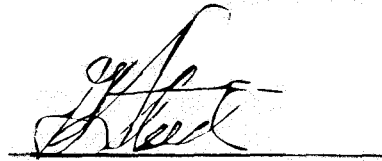
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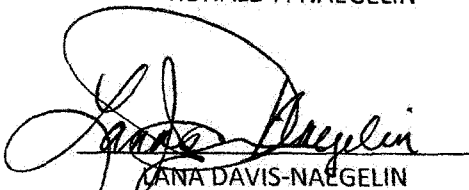
CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, DO HEREBY CERTIFY THAT THE ABOVE STATED ARTICLES OF INCORPORATION OF VETERANS MOBILITY CORP WERE APPROVED BY THE BOARD OF DIRECTORS ON 21ST DAY OF APRIL, 2015 AND CONSTITUTE A COMPLETE COPY OF ARTICLES OF INCORPORATION OF VETERANS MOBILITY CORP

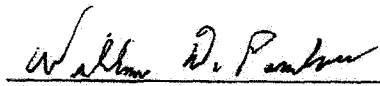
IN WITNESS WHEREOF WE HEREBY SET OUR HANDS AFTER HAVING BEEN SWORN THIS 9TH DAY OF SEPTEMBER, 2016.

  
RONALD F. NAEGELIN

  
JERRY STEED

  
LANA DAVIS-NAEGELIN

  
SHARON PIRENTE

  
BILL PARKER