

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
KIMBERLY YOUTH ASSOCIATION, INC.**

2017 FEB -7 AM 10:13

SECRETARY OF STATE
STATE OF IDAHO

In compliance with the requirements of the laws of the State of Idaho relating to non-profit corporations and acts amendatory and supplemental thereto, including particularly Section 30-3-100 et seq. of the Idaho Code, the undersigned natural persons, each of whom are of legal age and citizenship of the United States, in order to form a non-profit corporation for the purposes herein after stated, do hereby as incorporators, adopt the following Articles of Incorporation, and certify:

**ARTICLE I
NAME**

The name of this Corporation is KIMBERLY YOUTH ASSOCIATION, INC. hereinafter called the "Corporation."

**ARTICLE II
NOT FOR PROFIT**

The Corporation is a non-profit corporation under the laws of the State of Idaho. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation shall be distributed to or for the benefit of its directors or officers, except to the extent permissible under law.

The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any member or any individual or any private corporation for profit. Nor shall any of the property, assets or earnings of the Corporation be used for other than charitable, scientific and educational purposes. Nor shall any of the property, assets or earnings of the Corporation be used for propaganda or lobbying.

This Corporation is instituted for purely charitable purposes and for the accomplishment of the ends set forth above. It is not organized for profit and shall have no authority to issue capital stock.

Notwithstanding any other provision of these articles, if at any time or times the Corporation shall be a "private foundation" as defined in Section 509 of the Internal Revenue Code of 1986 and any amendments thereto (hereinafter the "Code"), then during such time or times the Corporation shall be subject to the following additional restrictions:

- (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code;
- (b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

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- (c) The Corporation shall not retain any excess business holdings as ordered in Section 4943(c) of the Code;
- (d) The Corporation shall not make any investment in any manner as to subject the Corporation to tax under Section 4944 of the Code;
- (e) The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code; and
- (f) The Corporation shall be authorized to terminate its status as a private foundation in a manner described in Section 507 (b)(1) of the Code.

ARTICLE III ADDRESS

The principal office of the Corporation is located at 141 Center Street West, Kimberly, Idaho 83341 and the mailing address shall be P.O. Box 493, Kimberly, Idaho 83341.

ARTICLE IV DURATION

The duration of the Corporation is perpetual.

ARTICLE V PURPOSES OF THE CORPORATION

This Corporation is organized and operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Code, or to any corresponding provision of any future federal tax law.

Notwithstanding any other provision hereof, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or to any corresponding provision of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or any corresponding provision of any future tax code.

ARTICLE VI POWERS OF THE CORPORATION

The Corporation has the power to perform the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Non-profit Corporation Act. This includes, but is not limited to, the following:

A. Take and hold by gift, purchase, grant, lease, devise, bequest or otherwise any property, real or personal or any interest in such property, without limitation as to amount or value, necessary or desirable for attaining the objects and carrying into effect the purposes of the Corporation; to sell, transfer, convey and dispose of such property; to borrow money for the purposes of the Corporation and to issue bonds for such money and to secure the same by mortgage; to invest, reinvest and deal with the same and expend the income from it or the

principal of it for any of the above-mentioned purposes subject only to such limitations as may be contained in the instrument under which such property is received but free from any restrictions applicable to the investment and reinvestment of trust funds; and to exercise any corporate powers necessary or incidental to the exercise of the powers enumerated above.

B. Solely and exclusively for the above-described purposes, to receive, hold and administer any and all property, real, personal, or mixed; invest or reinvest the same, including the right to sell, convey, mortgage, or pledge the same, borrow money, and to carry on any and all activities incident to such transactions; to accumulate principal or income for the purpose of erecting buildings or such other extensive programs as shall require accumulations incident to the accomplishment for the above described purposes; and to distribute and to expend any and all assets, whether income or principal.

C. Without in any way intending to limit such general purposes stated above by any of the specific objects and powers referred to, the Corporation shall have power

(a) To establish and maintain charitable, benevolent, scientific and/or educational agencies and institutions.

(b) To contribute to, aid and/or assist agencies and/or institutions now or hereafter established for charitable, benevolent, scientific and/or educational purposes.

(c) To publish and circulate reports, pamphlets, articles, and other matters dealing with charitable, benevolent, scientific and/or educational purposes.

(d) To make awards, grant scholarships and create endowments for the purpose of promoting or carrying out any of its objectives or purposes.

(d) To comply with the directions of the donors or testators with regard to any property given, devised, or bequeathed to it, for any such charitable, benevolent, scientific or educational purpose.

(e) To enter into, make, perform and carry out contracts of every form or kind for any corporate purpose without limit as to amount, with any person, firm, association or corporation.

(f) To do any and all such acts as are necessary or convenient to the attainment of any of the objects and purposes set forth in this instrument to the same extent and as fully as any natural person might or could do.

(g) To have offices and promote and carry out its objects and purpose within and without the State of Idaho, other states and territories of the United States, and in any and all foreign countries, and in general to have all powers conferred on a corporation organized under the laws of the State of Idaho.

ARTICLE VII
COMPENSATION OF DIRECTORS AND OFFICERS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and 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 carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

ARTICLE VIII
NO MEMBERS

The Corporation is organized without members, voting or nonvoting, pursuant to Idaho Code Section 30-3-36.

ARTICLE IX
DIRECTORS

The affairs of the Corporation shall be managed by a board of directors of at least three (3) directors. The initial directors shall be Jamie C. Carlton, Danae Klimes, David Owens, Beth Stanger, Chris Anthony, and Steven Fisher. The board of directors may remove a director or an officer by a two-thirds (2/3) majority vote of the remaining directors when, in their judgment, the best interests of the Corporation would be served thereby. Directors shall serve until they are removed or they resign. Vacancies during shall be filled by appointment by a majority of the remaining directors.

ARTICLE X
DISSOLUTION

A resolution to dissolve the Corporation shall be submitted to the directors and shall require the affirmative vote of a majority of the board of directors.

Upon the termination, dissolution, or final liquidation of the Corporation in any manner and for any reason, the board of directors shall first pay or provide for, payment of all liabilities of the Corporation; all remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code (or the corresponding section of any future federal tax code) or shall be distributed to the federal government, or the state or local government, for a public purpose.

ARTICLE XI
INCORPORATOR

The name and post office address of the incorporator is:

<u>Name</u>	<u>Address</u>
Jamie C. Carlton	3720 East 3793 North Kimberly, Idaho 83341

ARTICLE XII
REGISTERED AGENT

Jamie C. Carlton, whose address is 3720 East 3793 North, Kimberly, Idaho 83341, is hereby appointed the initial Registered Agent of the Corporation.

ARTICLE XIII
DIRECTORS

The names and address of the initial directors are:

Jamie C. Carlton	3720 East 3793 North Kimberly, Idaho 83341
Danae Klimes	3307 Prairie Ridge Lane Kimberly, Idaho 83341
David Owens	P.O. Box 190 Kimberly, Idaho 83341
Beth Stanger	3538 E. 3131 N. Kimberly, Idaho 83341
Chris Anthony	610 Cayuse Creek Drive Kimberly, Idaho 83341
Steven Fisher	310 Cayuse Creek Drive Kimberly, Idaho 83341

ARTICLE XIV
LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors or officers, but the Corporation shall be authorized and empowered to pay reasonable compensation to its directors and officers for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V (Purposes) hereof.

ARTICLE XV
OFFICERS

The officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer and such other officers and assistant officers as may be provided in the By-Laws. Each Officer shall be elected by the board of directors, and may be removed by the board of directors, at such time and in such manner as may be prescribed by the By-Laws.

ARTICLE XVI
AMENDMENT

The Corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the directors and officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Idaho, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to Idaho law.

Amendments to these Articles shall require the assent of two-thirds (2/3) of the directors of the Corporation at any meeting called specifically for that purpose.

ARTICLE XVII
INDEMNIFICATION

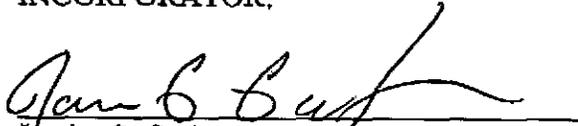
The Corporation shall indemnify each officer and director including former officers and directors to the full extent permitted by the laws of the State of Idaho.

ARTICLE XVIII
BY-LAWS

The By-Laws of the Corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded solely by the board of directors.

IN WITNESS WHEREOF the undersigned have signed the Articles of Incorporation on this 30th day of January, 2017.

INCORPORATOR:


Jamie C. Carlton

IDAHO SECRETARY OF STATE

02/07/2017 05:00

CK:12871778 CT:172099 BH:1567746

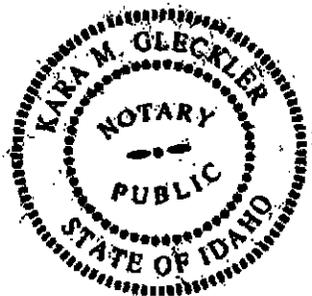
1@ 30.00 = 30.00 INC NONP #2

1@ 20.00 = 20.00 NON EXPEDI #3

STATE OF IDAHO)
) ss.
 County of Twin Falls)

On this 30th day of January, 2017, before me, the undersigned, a notary public in and for said county and state, personally appeared Jamie C. Carlton, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he 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.



Kara M. Gleckler
 NOTARY PUBLIC FOR IDAHO
 Residing at: Twin Falls, ID
 My Commission Expires: 3/12/21