

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

2012 OCT 22 AM 10:19

SECRETARY OF STATE
STATE OF IDAHO

MEADOWS VALLEY COMMUNITY FOUNDATION, INC.

Article I - Name

The name of the Corporation is Meadows Valley Community Foundation, Inc.

Article II - Nonprofit Status

This is a non-profit Corporation.

Article III - Period of Duration

The period of existence of the Corporation is perpetual.

Article IV - Registered Office and Agent

The location of the Corporation is in Adams County, Idaho. The principal place of business of the corporation shall be in New Meadows, Idaho. The agent, physical address, and mailing address of the corporation's registered office is Donna Eggleston, 401 Virginia Street, P.O. Box 384, New Meadows, Idaho 83654; and having regular working hours, Monday through Friday.

Article V - Purposes

The general purpose of the Corporation is to identify, promote and fund actions and projects which bring continuing community vitality consistent with community values. The identified community values include:

- a) Family centered activities;
- b) Well maintained public recreation facilities;
- c) Well maintained infrastructure;
- d) An attractive community image;
- e) Effective programs to eliminate substance abuse and fight poverty;
- f) Excellent youth programs;
- g) High quality educational opportunities for youth and adults;
- h) Businesses that pay livable wages;
- i) Up-to-date technology to support business growth, new jobs and entrepreneurs;
- j) Growth of sustainable and vibrant economy that builds on the natural beauty of the area and adds value to local resources;
- k) Adequate work force housing;

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- l) Celebrating the unique Meadows Valley region culture and the western community heritage;
- m) A culture of collaboration and cooperation to achieve the Meadows Valley region vision and goals;
- n) Welcoming visitors and tourists to cultural and heritage events; and
- o) Encouraging fresh, new and innovative ideas.

Meadows Valley Community Foundation shall be operated exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time, including for such purposes, the making of distribution to organizations that qualify as exempt under such Section 501 (c) (3).

To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein shall be deemed to authorize or permit the Corporation to carry on any businesses for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

Article VI - Limitations

No part of the net earnings or the assets 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 to make payments and distributions in furtherance of the purposes set forth in Article V above. 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 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 by (a) a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or (b) a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code and the regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

Article VII – Members

Members of the corporation may include individuals or business entities that meet the qualifications for membership as may be prescribed from time to time by the By-Laws. No members of this corporation shall be personally liable for any corporate obligation by reason of such membership.

Article VIII – Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors. The number of directors of the corporation shall be fixed in accordance with the Corporation's Bylaws. Other than the Director's constituting the initial Board, who are designated below, the officers shall be elected in the manner and for the term provided in the Bylaws of the Corporation. The names and addresses of the persons constituting the initial Board are:

Donna Eggleston, 3915 Yarrow Road, New Meadows, Idaho 83654
Linden Davis, 2992 Round Valley Road, New Meadows, Idaho 83654

Danna Ott, PO Box 343, New Meadows, Idaho 83654
Janet Jeffery, PO Box 84, New Meadows, Idaho 83654
David Levi, 3306 Walking Horse Circle, New Meadows, Idaho 83654
Linnea Hall, 4220 Hwy 95, New Meadows, Idaho 83564

Article IX – Distribution on Dissolution

Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such educational organization or organizations as shall at the time qualify as exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board 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 Corporation is located, exclusively for the purposes or to such organizations, such as court shall determine to be consistent with the purposes of the Corporation.

Article X - Incorporators

The names and addresses of each incorporator are:

Donna Eggleston, 3915 Yarrow Road, New Meadows, Idaho 83654
Linden Davis, 2992 Round Valley Road, New Meadows, Idaho 83654
Danna Ott, PO Box 343, New Meadows, Idaho 83654
Janet Jeffery, PO Box 84, New Meadows, Idaho 83654
David Levi, 3306 Walking Horse Circle, New Meadows, Idaho 83654
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Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the By-Laws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's By-Laws at a properly noticed special or regular meeting of the Board of Directors.

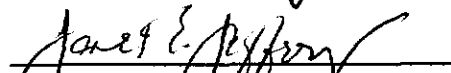
The amendments consist of matters other than those described in section 30-3-90, Idaho Code, and was, therefore adopted unanimously by the members.

The date of adoption of the amendments was this 21ST day of August, 2012.


Donna Eggleston, Director
REGISTERED AGENT


Linden Davis, Director


David Levi, Director


Janet Jeffery, Director


Danna Ott, Director


Linnea Hall, Director