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**SECOND AMENDED ARTICLES OF INCORPORATION OF  
THE PRO-VOICE PROJECT, INC.**

These Second Amended Articles of Incorporation of The Pro-Voice Project, Inc. ("Articles") are made and adopted pursuant to Idaho Code § 30-30-702, by the appointed directors, who are also the incorporators, as The Pro-Voice Project, Inc. has no membership, and a membership vote is not required to such an amendment. These Articles shall replace and supersede all previous articles.

**ARTICLE I.  
NAME OF CORPORATION, OFFICE**

- 1.1 **Corporate Name.** The name of the corporation shall be The Pro-Voice Project, Inc. (hereinafter "Corporation").
- 1.2 **Corporate Office.** The initial office of the Corporation shall be located at 195 Bear Trail Road, Sandpoint, ID 83864.

**ARTICLE II.  
PURPOSE AND POWERS OF CORPORATION**

- 2.1 **Purpose.** The Corporation is formed for the specific purpose of acting as a civic organization, not operated for profit but operated exclusively for the promotion of social welfare, and of which the net earnings shall be devoted exclusively to charitable, educational, or recreational purposes, with a focus on education regarding healthcare. The intent of the Incorporator is to create a tax exempt entity under the authority of Section 501(c)(4) 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)(4) organization.
- 2.4 **Bylaws.** The Corporation shall adopt and maintain Bylaws.

**ARTICLE III.  
INITIAL DIRECTORS**

The initial Directors shall be:

Jennifer Jackson Quintano, 195 Bear Trail Road, Sandpoint, ID 83864, who shall serve a three-year term.

Emily Levine, 524 Trotter Lane, Sandpoint, ID 83864, who shall serve a three-year term.

Cynthia Dalsing, 18 Balsam Drive, Sandpoint, ID 83864, who shall serve a two-year term.

Sami Ryan, 211 Daybreak Drive, Sandpoint, ID 83864, who shall serve a two-year term.

**ARTICLE III.  
INITIAL REGISTERED AGENT**

The initial registered agent shall be Jennifer Jackson Quintano, whose address (registered office) is 195 Bear Trail Road, Sandpoint, ID 83864.

**ARTICLE IV.  
INCORPORATOR**

The incorporator is Jennifer Jackson Quintano whose address is 195 Bear Trail Road, Sandpoint, ID 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 another organization for one or more exempt purposes described in § 501(c)(4), 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 **Removing Directors.** A Director may be removed for any reason, or no reason at all, by the unanimous vote of the remaining Directors.
- 7.4 **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.
- 7.5 **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.

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## ARTICLE X. INDEMNIFICATION

  
Jennifer Jackson Quintano  
Incorporator

(Sign) Reign Russell  
NOTARY PUBLIC  
My commission expires: 2/15/2028

