

FILED EFFECTIVE

Prepared by:

Christian D. Brown, Esq.
2399 So. Orchard, Ste 204
Boise, Idaho 83705
208-336-4477

03 JUL 27 PM 4:27

SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
NEW LEAF FOUNDATION, INC.**

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation for the Corporation.

**ARTICLE I
NAME**

The name of the Corporation is New Leaf Foundation, Inc.

**ARTICLE II
NONPROFIT STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III
PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

ARTICLES OF INCORPORATION OF NEW LEAF FOUNDATION, INC.

FILED SECRETARY OF STATE
07/27/2005 05:00
CK: 5428 CT: 19386 BH: 823666
1 Page = 30.00 INC NONP # 2
1 # 20.00 = 20.00 NON EXPEDI # 3

C161710

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The location of this Corporation is in the City of Boise, County of Ada, State of Idaho. The address of the initial registered office is 10400 Overland Rd., #266, Boise, Idaho 83709, and the name of the initial registered agent at this address is Bill Egner.

**ARTICLE V
PURPOSES**

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

A. To raise funds to contribute to charitable organizations that benefit youth and their families.

B. Charitable, religious, educational, or scientific 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 distributions to organizations that qualify as exempt organization under such Section 501(c) (3).

C. 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. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, 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 members, directors, officers, or other private other 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 hereof. No substantial part of the activities of the Corporation shall be the carry 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 regarding 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 corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII NO MEMBERS

The Corporation shall have no members.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than fifty (50) individuals. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

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

	<u>Name</u>	<u>Address</u>
1.	Bill Egner	10400 Overland Rd., #266, Boise, Idaho 83709
2.	Donna Egner	10400 Overland Rd., #266, Boise, Idaho 83709
3.	Sherise Jones	3409 Kelly Way, Boise, ID 83704

**ARTICLE IX
DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors 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 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 Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

**ARTICLE X
INCORPORATOR**

The name and street address of the incorporator is: Bill Egner, at 10400 Overland Rd., #266, Boise, Idaho 83709.

**ARTICLE XI
BYLAWS**

Provision for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 27th day of July, 2005.

Bill Egner
Bill Egner