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**ARTICLES OF INCORPORATION**  
**of**  
**YOUR FRIEND PAMELA FAYE INC.**

SECRETARY OF STATE  
STATE OF IDAHO

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Nonprofit Corporation under the provisions of the Idaho State Nonprofit Corporation Act, Title 30, Chapter 3 and in conformance with the provisions of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law (herein "Code"), do hereby certify the following:

**ARTICLE I**

NAME

The name of this Corporation shall be "Your Friend Pamela Faye Inc."

**ARTICLE II**

PERIOD OF DURATION

The period of duration of this Corporation shall be perpetual.

**ARTICLE III**

PURPOSES

Said corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes, 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. The purposes, objectives, and powers of this Corporation shall be as hereinafter set forth; provided, however, that at all times this Corporation shall be operated exclusively for charitable, religious, educational, and/or scientific purposes, within the meaning of Section 501(c)(3) of the Code.

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, directors, 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 its purposes as set forth herein. No substantial part of the activities of the corporation shall be the carrying on

IDAHO SECRETARY OF STATE  
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of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene 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.

Within the foregoing limitations, the objects and purposes of the Corporation shall be as follows:

- (a) The Corporation intends to help inform and educate individuals and their family and friends about available services, serve as an advocate for those in need and their families and facilitate resources to confront their care and quality of life on an individual basis.
- (b) In furtherance of the purposes of the Corporation, it is the intent of the incorporator(s) that the Corporation have all powers conferred by laws of the State of Idaho on nonprofit corporations, consistent with its qualifications under 501(c)(3) of the Code.

## **ARTICLE IV**

### **MEMBERSHIP**

The Corporation shall have no members, and shall exist as a nonmembership Corporation.

## **ARTICLE V**

### **REGISTERED AGENT AND OFFICE**

The registered agent of this Corporation and the street address of the registered office of this Corporation are as follows:

<b><u>Registered Agent</u></b>	<b><u>Registered Office Address</u></b>
Cynthia L. Rozyla Cooper	1167 E. Loch Haven Dr., Hayden ID 83835

# **ARTICLE VI**

## **DIRECTORS**

The number of directors of this Corporation shall be fixed in the Bylaws and may be changed from time to time by amending the Bylaws.

1. The names and addresses of the initial directors of this Corporation are as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Cynthia L. Rozyla Cooper	1167 E. Loch Haven Dr, Hayden ID 83835
Dr. Scott Crawford	1109 E Polston Ave, Post Falls, ID 83854
Karen Garrison	550 Cedar Springs Sandpoint ID 83864

2. A director of the Corporation shall not be personally liable to the Corporation or its members, if any, for monetary damages arising from any conduct as a director, except this limitation on liability shall not apply to (i) acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director, (ii) any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. This limitation shall not apply to any act or omission occurring before the effective date of this paragraph. If the Idaho Nonprofit Corporation Act and/or the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Nonprofit Corporation Act and/or the Idaho Business Corporation Act, as so amended. Any repeal or modification of this paragraph by the members of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

# **ARTICLE VII**

## **INDEMNIFICATION**

The Corporation shall provide any indemnification required by the Idaho Nonprofit Corporation Act and/or the Idaho Business Corporation Act and shall indemnify directors, officers, agents, and employees as follows:

1. The Corporation shall indemnify its officers and directors and advance or reimburse expenses to the full extent required or permitted by the Idaho Nonprofit Corporation Act and/or the Idaho Business Corporation Act now or hereafter in force, whether they are serving the Corporation or, at its request, any other entity, as an officer, director, or in any other capacity; provided no such indemnity shall indemnify any director from or on account of any (i) acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law; (ii) any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property, or services to which the director was not legally entitled.
2. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, or contracts implementing such provisions, including but not limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made, or such further indemnification agreements as may be permitted by law.
3. The Corporation shall indemnify other employees and agents to the extent as may be authorized by the Board of Directors or the Bylaws and be permitted by law, whether the employees and agents are serving the Corporation or, at its request, any other entity.
4. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled under any statute, provision of the Articles of Incorporation, Bylaws, or other agreements.
5. No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

## **ARTICLE VIII**

### **AMENDMENT OF ARTICLES**

These Articles of Incorporation may be amended upon a vote of a majority of the Board of Directors of the Corporation, subject to any mandatory contrary provision of state law and its qualifications under 501(c)(3) of the Code.

## ARTICLE IX

### DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall distribute the Corporation's remaining assets 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 distribute such assets 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 the Superior Court of Kootenai County, Idaho, 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 X

### INCORPORATOR

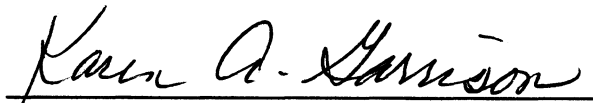
The name and address of the incorporator(s) are:

Name	Address
Cynthia L. Rozyla Cooper	1167 E. Loch Haven Dr., Hayden ID 83835
Karen A. Garrison	550 Cedar Springs Sandpoint ID 83864

In witness whereof, we have hereunto subscribed our names this day of March 25, 2014:

  
Cynthia L. Rozyla Cooper

3/25/14  
Date

  
Karen A. Garrison

3/25/14  
Date