

**ARTICLES OF INCORPORATION  
OF  
MEADOWCREEK FOUNDATION, INC.**

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**-FILED-**

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

**Article I – Name.**

The name of the Organization is MEADOWCREEK FOUNDATION, INC.

**Article II – Nonprofit Status.**

The Organization is a nonprofit Organization.

**Article III – Period of Duration.**

The period of duration of the Organization is perpetual.

**Article IV – Registered Office and Agent /Organization Mailing Address.**

The location of the Organization is in the City of New Meadows, Adams County, State of Idaho. The street address of the initial registered office is 800 West Main Street, Suite 1300, Boise, Idaho 83702, and the name of the initial registered agent at this address is Jason R. Mau.

The mailing address for the Organization is P. O. Box 415, New Meadows, Idaho 83654.

**Article V – Purposes.**

The purposes for which the Organization is organized are as follows:

A. To provide support for the youth sports programs that utilize the MeadowCreek Golf Resort. To include, (i) all charitable and educational activities related to the use of facilities at MeadowCreek Golf Resort, and (ii) promotion of certain sports for adults and youth in the New Meadows area.

B. To write grants, evaluate grant applicants, and distribute grant monies to further the education and development of youth and youth sports in the New Meadows, Idaho community who have financial need.

C. To undertake charitable, literary, educational, or scientific activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

D. To acquire from time to time by purchase, gift, will, or otherwise, real and personal property and to own, hold, control, administer, sell, exchange, mortgage or otherwise, use, disburse or donate all or any portion of such properties in furtherance of the charitable, literary, educational, or scientific purposes set forth above.

E. 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 contained shall be deemed to authorize or permit the Organization to carry on any business for profit, to exercise any power, or to do any act that an Organization formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

The Organization is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such section 501(c)(3).

#### **Article VI – Limitations.**

No part of the net earnings or the assets of the Organization shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Organization 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 Organization shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization 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 provisions of these Articles, the Organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

#### **Article VII – No Members.**

The Organization shall not have any members.

#### **Article VIII – Board of Directors.**

The affairs of the Organization shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Organization's Bylaws, however there shall be no fewer than three directors. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Organization in the manner and for the term provided in the Bylaws of the Organization.

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

<u>Names</u>	<u>Addresses</u>
DEBORAH PARKER	5355 S. McCurry Way, Meridian, ID 83642
BRAD GILES	P. O. Box 589, New Meadows, ID 83654
BOB NEUGEBAUER	P. O. Box 33, New Meadows, ID 83654
LOGAN HAMILTON	P. O. Box 679, New Meadows, ID 83654
TINA TAYLOR	2404 N. Aldercrest Place, Eagle, ID 83616
TOM ANDERSON	P. O. Box 323, New Meadows, ID 83654
KAY QUICK	P. O. Box 619, New Meadows, ID 83654

**Articles IX – Distribution on Dissolution.**

Upon dissolution of the Organization, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Organization, distribute all assets of the Organization consistent with the purposes of the Organization to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, 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 Organization is then located, exclusively for the purposes or to such organizations, or such court shall determine to be consistent with the purpose of the Organization.

**Article X- Incorporator.**

The name of the incorporator is Jason R. Mau, and the address of the incorporator is 800 West Main Street, Suite 1300, Boise, Idaho 83702.

**Article XI – Bylaws.**

Provisions of the regulation of the internal affairs of the Organization shall be set forth in the Bylaws. The Board of Directors of the Organization shall be authorized to amend the Organization's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 17<sup>th</sup> day of August, 2023.



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Jason R. Mau, Incorporator