

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION**

**OF**

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**The Hudson Foundation, Inc** SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, in order to form a Non-Profit Corporation under the provisions of Title 30, Chapter 3, Idaho Code, submits the following articles of incorporation to the Secretary of State.

**ARTICLE I**

**NAME OF THE CORPORATION**

The name of the Corporation is The Hudson Foundation, Inc

**ARTICLE II**

**PURPOSE**

This corporation is organized exclusively for charitable, scientific and educational purposes, more specifically to receive and maintain a fund or funds to provide financial assistance to those requiring in vitro fertilization, without having the financial means required for this procedure.

To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 502 (c)(3) of the Internal Revenue Code, as now enacted or hereafter amended, 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, as now enacted or hereafter amended.

The corporation shall have all powers necessary to carry out its purposes and activities incidental to its stated purposes. All funds, whether acquired by gift, contribution, or otherwise, shall be devoted to said purposes.

**ARTICLE III**

**REGISTERED OFFICE AND AGENT**

The location of the Corporation is in the City of Rexburg, County of Madison, and in the State of Idaho. The address of the initial registered office is: 4566 Cedar Butte Rd Rexburg, ID 83440, and the name of the initial registered agent at this address is Ashley Stallings.

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## **ARTICLE IV**

### **BOARD OF DIRECTORS**

The affairs of the Corporation 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 Corporation's Bylaws, which number shall be no less than three. 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 Corporation in the manner and in the term provided in the Bylaws of the Corporation.

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

Ashley R Stallings 4566 Cedar Butte Rd Rexburg, ID 83440

Anthony J Stallings 4566 Cedar Butte Rd Rexburg, ID 83440

Tim Anderson 258 N Hill Rd Rexburg, ID 83440

Renah R Holmes 10 Emerald Ridge Cove Jackson, TN 38305

## **ARTICLE V**

### **INCORPORATOR**

The name and street address of the incorporators are Ashley Stallings and Tony Stallings, 4566 Cedar Butte Rd Rexburg, ID 83440.

## **ARTICLE VI**

### **MAILING ADDRESS**

The mailing address for the Corporation shall be: P.O. Box 692 Rexburg, ID 83440.

## **ARTICLE VII**

### **MEMBERS**

The Corporation shall not have any members.

## **ARTICLE VIII**

### **DISSOLUTION**

Upon the 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 purpose 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, as amended from time to time, in such a manner as the Board of Directors shall determine.

## **ARTICLE IX**

### **PERSONAL LIABILITY**

No Board Member, officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the Board Member, officer, or Directors be subject to the payment of the debts or obligations of this corporation.

## **ARTICLE X**

### **DURATION**

The duration of the corporate existence shall be perpetual.

## **ARTICLE XI**

### **LIMITATIONS/EXEMPTIONS**

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above.

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. 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 now enacted or hereafter amended.

## **ARTICLE XII**

### **BYLAWS**

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

DATED this 14<sup>th</sup> day of Dec, 2011.



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Ashley R Stallings, Incorporator



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Anthony J Stallings, Incorporator