

STATE of IDAHO
ARTICLES of INCORPORATION

SHOSHONE PROJECT, INC.
A Non-Profit Corporation

For Office Use Only

-FILED-

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ARTICLE 1: The name of the corporation is:

SHOSHONE PROJECT, INC.

ARTICLE 2: The Corporation is a non-profit organization organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law (the "Code"). In furtherance of the foregoing, the purposes of the Corporation to be conducted or promoted are to do such acts and carry on such business and affairs as may be permitted by non-profit corporations under the Idaho Nonprofit Corporation Act (the "Act") and other laws of the State of Idaho and the laws of the United States of America in order to accomplish the purposes set forth in this Article 2.

Notwithstanding any provision of these articles of incorporation or any provisions of applicable state law, the Corporation shall not have the power to carry on any activities the existence of which would cause it to fail to qualify as an organization exempt from tax under Section 501(c)(3) of the Code.

ARTICLE 3: The address of the registered office of the corporation in the State of Idaho is located at 1555 W. Shoreline Drive, Suite 100, Boise, Idaho 83702. The registered agent in charge thereof is Cogency Global Inc.

ARTICLE 4: The board of directors shall consist of no fewer than three (3) people. The names and addresses of the initial directors are:

Candice Stark, PO Box 5291, Ketchum, Idaho 83340
Ryan Gates, PO Box 5291, Ketchum, Idaho 83340
Jane Rizzo, PO Box 5291, Ketchum, Idaho 83340

ARTICLE 5: The incorporator's name and address is Andrew D. Morton, Handler Thayer, LLP, 191 N. Wacker Drive, Suite 2300, Chicago, Illinois 60606

ARTICLE 6: The mailing address of the corporation shall be PO Box 5291, Ketchum, Idaho 83340.

ARTICLE 7: The Corporation shall have no members.

ARTICLE 8: In the event of the liquidation, dissolution, or winding up of this Corporation, whether voluntary, involuntary, or by operation of law, except as may be

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otherwise provided by law, the Board of Directors shall have the power to dispose of the assets of the Corporation in such manner as it, in its sole discretion, may determine; provided, however, that any such disposition shall be for charitable and educational purposes within the meaning of Section 501(c)(3) of the Code. Notwithstanding the foregoing, in the event that any of the assets of the Corporation are not disposed of by the Board of Directors under this Article 8, any such assets of the Corporation shall be disposed of by a court of competent jurisdiction exclusively for the purposes set forth above, or to such organization or organizations, which, in such court's sole determination, are organized and operated exclusively for such purposes.

ARTICLE 9: No part of the net earnings of this Corporation shall ever inure to the benefit of or be distributable to any of its members, directors or officers or any other person having a personal or private interest in the activities of this Corporation, and no substantial part of the activities of this Corporation shall ever be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. The Corporation shall not be authorized to accept gifts or contributions or other funds for purposes other than the purposes of the Corporation hereinbefore stated.

ARTICLE 10: No officer, director, or employee of the Corporation or other person shall receive or be lawfully entitled to receive any pecuniary profit or benefit from the operations of the Corporation, except reasonable compensation for services actually rendered to or on behalf of the Corporation. A director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Act, as the same exists or may hereafter be amended. Any repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification.

ARTICLE 11: The corporation shall not have any capital stock.


ARTICLE 12 The election of the directors of the Corporation need not be by written ballot.

ARTICLE 13: The Corporation is organized to be operated as a public charity exempt from private Corporation status under Section 509(a) of the Code. However, for any period during which the Corporation is classified as a "private corporation" as defined in Section 509(a) of the Code, the Corporation shall be subject to the following restrictions and prohibitions: (i) the Corporation shall make distributions for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income under Section 4942 of the

Code; (ii) the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (iii) the Corporation shall not retain any excess business holdings that will subject it to tax under Section 4943 of the Code; (iv) the Corporation shall not make any investments in a manner such as to subject it to tax under Section 4944 of the Code; and (v) the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE 14: This Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in the certificate of incorporation, and to add other provisions to the articles of incorporation authorized by the laws of the State of Idaho, at the time such laws are in force, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon members, directors or any other persons whomsoever by and pursuant to the certificate of incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article 14; provided, however, that no amendment, alteration, change or repeal of any provisions of the certificate of incorporation shall authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose which would cause the Corporation to lose its tax-exempt status under the provisions of the Code or any future United States Internal Revenue laws. In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized and empowered to adopt, amend and repeal the by-laws of the Corporation, subject to the power of the members of the Corporation to amend or repeal any by-law made by the Board of Directors.

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 14th day of December, 2023.

By: 
Andrew D. Morton
Sole Incorporator