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**ARTICLES OF INCORPORATION
OF UNITED SENIORS PROJECT, INC.**

SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS:

That to effect organization of a nonprofit corporation organized under Title 30, Chapter 30, Idaho Code (Idaho Nonprofit Corporation Act), the following are hereby declared the articles of incorporation of the corporation.

I.

The name of the corporation is "United Seniors Project, Inc."

II.

The corporation is organized, and to be operated, exclusively for charitable, scientific, literary and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code. The corporation shall be a nonprofit corporation, and its principal function and purpose shall be to visualize, design, fund, develop and operate a sustainable senior complex which will enhance physical, social and nutritional health, life-long learning and recreational opportunities for the well-being of the Southeast Idaho community, as specified in the corporation's by-laws; and all activities reasonably related thereto.

It is intended that such senior complex shall be owned by a nonprofit/tax-exempt entity or a governmental organization, and operated and used for the benefit of organizations to include, but not limited to, the following non-profit senior organizations:

- New Knowledge Adventures ("NKA"); and
- Snake River New Horizons Band, Inc. ("SRNHB").

III.

The powers of this corporation shall be co-extensive with those provided for in Idaho Code §§30-30-302 and 30-30-303 being sections of the Idaho Nonprofit Corporation Act. Provided, further, and notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of the organization set forth in that portion of §501(c) of the Internal Revenue Code of 1986, under which the corporation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time.

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IV.

The duration of this corporation shall be perpetual.

V.

The street address of the corporation's registered office in the State of Idaho is: 2659 Hillview Drive, Pocatello, Idaho. The name of the corporation's registered agent at such street address is Ann Smith. The mailing address of the corporation is: 830 Spyglass Point, Pocatello, ID 83204.

VI.

The number of directors constituting the board of directors of the corporation is not less than five (5), nor more than fifteen (15), as the Board of Directors shall from time to time determine, but always with representation on the board of directors of each of the senior organizations set out in Article II, above. The names and addresses of the persons who shall serve as initial directors of the corporation are:

Name

Sharon Manning (United Seniors
Chairperson)

830 SPYGLASS POINT POCATELLO ID 83204
Mary Spinner (NKA)

2641 E TWO MILE ROAD MCCAMMON ID 83250
Angela Luckey (SRNHB)

1365 SANTA ANITA AVENUE POCATELLO ID 83201
Marjean Waford

3248 LUNDBURG LANE POCATELLO ID 83204
Ann Smith

2659 HILLVIEW DRIVE POCATELLO ID 83204
Helen Beitia

3194 N YELLOWSTONE AVENUE CHUBBUCK ID 83202
Carol Burnett

4075 MOUNTAIN LOOP POCATELLO ID 83204

Pursuant to Idaho Code §30-30-603(2), increase in the number of directors beyond the maximum number provided in this Paragraph shall be by amendment to the By-Laws of the corporation.

VII.

Pursuant to Idaho Code §30-30-401, the corporation shall have members, evidenced by membership certificates. The corporation membership shall consist of those

persons identified as such on membership records to be maintained under the supervision of the Board of Directors in accordance with By-Laws adopted by the corporation, not inconsistent with law or with these Articles of Incorporation. The voting power of each member of the corporation is equal.

VIII.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, 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 the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall 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 distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions 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 § 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under § 170(c)(2)(A-D) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

IX.

Upon dissolution of the corporation, and after payment (or provision for payment) of all liabilities of the corporation, the assets shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed 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 District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such exempt purposes.

X.

This corporation shall not engage in business for profit, but shall be supported by grants, gifts, bequests and devises, benefits and contributions, and fees, assessments or dues. Membership in the Corporation shall be governed and controlled as provided in the By-Laws of this Corporation.

XI.

Regulation and management of the internal affairs of the corporation shall be as provided by the By-Laws of this Corporation, which By-Laws, not inconsistent with law or with

these Articles of Incorporation, shall be adopted by the Board of Directors pursuant to Idaho Code §30-30-206.

XII.

The By-Laws of this Corporation may be altered, amended, or repealed in the following manner: (a) by proposal for such alteration, amendment or repeal by the Board of Directors; and (b) confirmation by the members, the same to occur at any regular meeting of the directors or the members of the Corporation or at any special meeting of the directors or the members thereof, called for that purpose, in the manner provided in Idaho Code §30-30-709, by the affirmative vote of a majority of the directors present in person or by proxy, at such meeting; and by the affirmative vote of the members present in person or by proxy; provided that a quorum as specified in the By-Laws of the Corporation or the laws of the State of Idaho be present at each meeting. No alteration, amendment or repeal shall be put to vote, unless written notice shall have been mailed to each director and member of this Corporation not less than 10, nor more than 30, days previous to the meeting at which the amendment is to be voted on, said notice to state the proposed amendment.

XIII.

The names and addresses of the incorporators are:

Sharon Manning
830 Spyglass Point
Pocatello, ID 83204

Mary Spinner
2641 E. Two Mile Road
McCammon, ID 83250

Angela Luckey
1365 Santa Anita Avenue
Pocatello, ID 83201

Marjean Waford
3248 Lundburg Lane
Pocatello, ID 83204

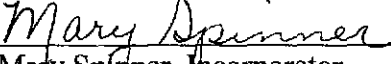
Ann Smith
2659 Hillview Drive
Pocatello, ID 83204


Helen Beitia
3194 N. Yellowstone Avenue
Chubbuck, ID 83202

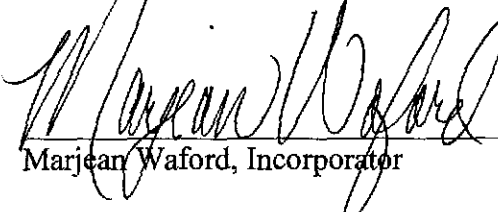
Carol Burnett
4075 Mountain Loop
Pocatello, ID 83204


DATED this 28 day of September, 2017.

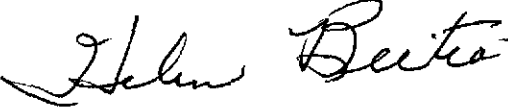

Sharon Manning, Incorporator

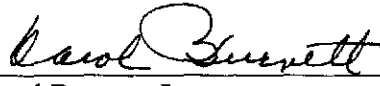

Mary Spinner, Incorporator


Angela Luckey, Incorporator


Marjean Waford, Incorporator


Ann Smith, Incorporator


Helen Beitia, Incorporator


Carol Burnett, Incorporator