

B0719-8454 08/18/2022 11:22 AM Received by ID Secretary of State Lawrence Denney

## ARTICLE OF INCORPORATION

### TEAMSTERS LOCAL 483

OCTAVIO HERRERA / CARRIE FRENCH HARDSHIP / SCHOLARSHIP FUND INC.

For Office Use Only

**-FILED-**

File #: 0004864737

Date Filed: 8/18/2022 11:22:00 AM

The Articles of Incorporation of the Teamsters Local 483 Octavio Hardship / Scholarship Fund, Inc. are herein executed by and Corporation pursuant to the provisions of the Idaho Nonprofit Corporation Act (Title 30, Chapter 30 of the Idaho Code) as follows:

#### ARTICLE 1

##### Name

The name of the Corporation is Teamsters Local 483 Octavio Herrera / Carrie French Hardship / Scholarship Fund Inc.

#### ARTICLE 2

##### Effective Date

The effective date of incorporation shall be upon filing of these Articles by the Secretary of State.

#### ARTICLE 3

##### Purpose

The Corporation is organized exclusively charitable, scientific, religious, literary, or educational purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, and as amended including, without limitation, to:

1. To receive contributions from the public to provide secondary education scholarships to assist academic students who are the sons, daughters, and grandchildren of active, retired, disabled, deceased, or laid-off Teamsters Local 438 in their quest for a higher education;
2. To receive contributions from the public to support Teamsters Local 438 members, working, laid-off, injured or disabled experiencing financial hardship; and
3. To receive contributions from the public to support families, widows, and orphans of Teamsters Local 438 who have been killed on the job.
4. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons, or

organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

#### **ARTICLE 4**

##### **Voting Members**

The Corporation will not have voting members.

#### **ARTICLE 5**

##### **Distribution Upon Dissolution**

Upon the dissolution of the Corporation, assets shall be distributed 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 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 a Court of Competent Jurisdiction 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 purposes.

#### **ARTICLE 6**

##### **Type of nonprofit corporation**

The Corporation is a Public Benefit Corporation.

#### **ARTICLE 7**

##### **Mailing Address**

The mailing address is 225 N. 16<sup>th</sup> St. #112, Boise, Idaho 83702.

#### **ARTICLE 8**

##### **Registered Agent and Office**

The name of initial registered agent is: Darel Hardenbrook. The street and mailing address of the initial registered office of the Corporation is 225 N. 16<sup>th</sup> St. #112, Boise, Idaho 83702. The above-mentioned individual has consented to serve as the registered agent.

## ARTICLE 9

### Incorporators

The names and addresses of the Incorporators are:

Darel Hardenbrook, 225 N. 16<sup>th</sup> St. #112, Boise, Idaho 83702

Miguel Herrera, 225 N. 16<sup>th</sup> St. #112, Boise, Idaho 83702

Steve Ward, 225 N. 16<sup>th</sup> St. #112, Boise, Idaho 83702

## ARTICLE 10

### Directors

The Corporation's initial directors are as follows:

Darel Hardenbrook	225 N. 16 <sup>th</sup> St. #112, Boise, Idaho 83702
Steve Ward	225 N. 16 <sup>th</sup> St. #112, Boise, Idaho 83702
Miguel Herrera	225 N. 16 <sup>th</sup> St. #112, Boise, Idaho 83702
Paul Lambie	225 N. 16 <sup>th</sup> St. #112, Boise, Idaho 83702
Michael Erpenbach	225 N. 16 <sup>th</sup> St. #112, Boise, Idaho 83702
Chris Wallace	225 N. 16 <sup>th</sup> St. #112, Boise, Idaho 83702
Jason Skinner	225 N. 16 <sup>th</sup> St. #112, Boise, Idaho 83702
Brian Nickel	225 N. 16 <sup>th</sup> St. #112, Boise, Idaho 83702
Micaela Johnson	225 N. 16 <sup>th</sup> St. #112, Boise, Idaho 83702
Connie Gamble	225 N. 16 <sup>th</sup> St. #112, Boise, Idaho 83702
Gary Davis	225 N. 16 <sup>th</sup> St. #112, Boise, Idaho 83702
Ray Atwood	225 N. 16 <sup>th</sup> St. #112, Boise, Idaho 83702
Kat Crump	225 N. 16 <sup>th</sup> St. #112, Boise, Idaho 83702

The above-mentioned individuals have consented to serve as directors.

## ARTICLE 11

### Powers

In general, and subject to such limitations and conditions as are or may be prescribed by law, by these Articles of Incorporation, or by the Bylaws of the Corporation, the Corporation shall have the authority to (a) engage in any and all such activities as are incidental or conducive to the attainment of the purposes of the corporation set forth in Article 3 of these Articles of Incorporation and (b) exercise any and all powers authorized or permitted under any laws that are now, or hereafter may be, applicable or available to the Corporation.

## ARTICLE 12

### Limitation of Director Liability

A director of the Corporation shall not be personally liable to the Corporation for monetary damages arising from any conduct as a director, except this limitation on liability shall not apply to acts or omissions involving intentional misconduct by the director or knowing violations of law by the director, or any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

To the full extent that the Idaho Nonprofit Corporation Act and/or the Idaho General Business Corporation Act (as it exists on the date hereof or as it may hereafter be amended) permits the limitation or elimination of the liability of Directors, a Director of the corporation shall not be liable to the corporation or its members, if any, for monetary damages for conduct as a Director. Any amendments to or repeal of this Article 12 shall not adversely affect any right or protection of a Director of the corporation for or with respect to any acts or omission of such Director occurring prior to such amendment or repeal. If the Idaho Nonprofit Corporation Act and/or the Idaho General Business Corporation Act is amended in the future to authorize corporate action further eliminating or limiting personal liability or directors, then the liability of a director for the corporation shall be eliminated or limited to the full extent permitted as so amended under the applicable laws of the State of Idaho, without any requirement of further action by the corporation.

## ARTICLE 13

### Indemnification

The Corporation shall indemnify its directors, as defined in Idaho Code Section 30-30-626, and advance or reimburse expenses to the full extent required or permitted by the Idaho Nonprofit Corporation Act and/or the Idaho General Business Corporation Act (*i.e.* Idaho Code 30-29-850 through 30-29-859) The governing board of the Corporation 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. The Corporation may indemnify employees and agents to the extent as may be authorized by its governing board, its Bylaws or as may be permitted by law, whether the employees and agents are serving the Corporation or, at its request, any other entity.

## ARTICLE 14

### Prohibited Activities

All of the purposes and powers of the Corporation shall be exercised exclusively for religious, charitable, scientific, and/or educational purposes in the manner that the Corporation

shall qualify as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the "Code") or any successor provision, and that contributions to the Corporation shall be deductible under Section 170(c) (2) of the Code or any successor provision.

No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, except to the extent that an organization exempt from federal income tax under Section 501(c) (3) of the Code can engage in such activities without incurring any penalties, excise taxes, or losing its status as an organization exempt from federal income tax under Section 501(c) (3) of the Code. The Corporation shall not, directly or indirectly, participate in or intervene in (including by the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have objectives or engage in activities that characterize it as an "action" organization within the meaning of the Code.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c) (3) of the Code or by an organization contributions to which are deductible under Section 170(c) (2) of the Code or any successor provision.

The corporation is prohibited from engaging in any excess benefit transaction as defined in Section 4958(c) of the Code.

The Corporation is prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holding as defined in Section 4943(c) of the Code that would subject the Corporation to tax under Section 4943 of the Code, from making any investments that would subject the Corporation to tax under Section 4944 of the Code, and from making any taxable expenditure as defined in Section 4945(d) of the Code. If Section 4942 of the Code is deemed applicable to the Corporation, it shall make distributions at such time and in such manner that it is not subject to tax under Section 4942 of the Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable, to its members (if any), directors, officers, or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

## **ARTICLE 15**

### **Existence**

The Corporation shall have perpetual existence.

## ARTICLE 16

### Amendments

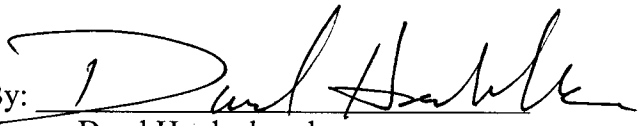
The corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation by the Board of Directors at any meeting or any special meeting called for the purpose. The authority to make, alter, amend or repeal these Articles is vested in the board of directors.

## ARTICLE 17

### Bylaws

The Board of Directors shall adopt Bylaws for the Corporation. The Bylaws may contain any provisions for regulating and managing the affairs of the Corporation consistent with law and the Article of Incorporation including provisions for Director Eligibility and the powers, duties, responsibilities, and oversight of the Board of Directors with the regard to the Corporation's charitable activities.

IN WITNESS WHEREOF, these Articles of Incorporation are executed on August 18, 2022.

By:   
Darel Hardenbrook  
Title: Director, Incorporator