

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
FOR
TEACHER'S FRIENDS, INC.**

2013 OCT 16 AM 10:06

SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS that **TERRANCE R. HARRIS**, being over the age of eighteen (18) years, and for the purposes of forming a corporation under the Idaho Nonprofit Corporation Act, hereby certifies and adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is **TEACHER'S FRIENDS, INC.** (the "Corporation") and it is a nonprofit corporation.

**ARTICLE II
DURATION**

The Corporation shall exist perpetually.

**ARTICLE III
PURPOSES AND POWERS OF THE ASSOCIATION**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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, or the corresponding section of any future federal tax code. Consistent with that purpose, the Corporation shall have and exercise any and all powers, rights, and privileges which a corporation organized under the Idaho Nonprofit Corporation Act may now or hereafter have or exercise.

**ARTICLE IV
RESTRICTIONS**

No part of the 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 III. 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 or in opposition to any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any the activities not permitted to be carried on (a) by a corporation exempt from federal

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IDAHO SECRETARY OF STATE
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income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Association shall be 307 Knotty Pine Lane, Coeur d'Alene, Idaho 83815, and the registered agent at such address shall be Harry James Hightower.

ARTICLE VI
BOARD OF DIRECTORS; INCORPORATOR

The affairs of the Corporation shall initially be managed by a board of three (3) directors. The number of directors may be increased to not more than twenty (20) directors. Any change in the number of directors of the Corporation shall be made at the discretion of a majority of the directors. The names and addresses of the initial three (3) directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Harry James Hightower	307 Knotty Pine Lane Coeur d'Alene, ID 83815
Cathyanne Nonini	5875 West Harbor Drive Coeur d'Alene, ID 83814
James Ballew	4154 North Ceres Street Coeur d'Alene, ID 83815

The name and address of the incorporator of the Corporation is as follows:

Terrance R. Harris
Ramsden & Lyons, LLP
700 Northwest Blvd.
Coeur d'Alene, ID 83814

ARTICLE VII
MEMBERS

(a) The Corporation shall have one (1) class of members designated as voting members who serve on the board of directors. These members shall direct and make all

decisions necessary to carry out the purposes of TEACHER'S FRIENDS, INC. The Corporation shall issue no stock and shall have no shareholders.

(b) Individuals may be admitted as a member and director of the Corporation and shall be subject to involuntary termination from being a member and director by the concurring vote of a majority of the directors present at a duly called meeting. As a prerequisite to being a member and director, each individual who has received an invitation of membership must agree to contribute his or her time and talents to the Corporation's activities and to attend regularly scheduled meetings of the directors. An individual's failure to abide by such commitment may be grounds for involuntary termination of directorship by the board of directors.

(c) The Secretary shall maintain an accurate record of all individuals who have become voting members.

ARTICLE VIII **INDEMNIFICATION**

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 (i) acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director; or (ii) any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. If the Idaho Business Corporation Act and/or the Idaho Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of corporate directors, then the liability of a director of this Corporation shall be eliminated or limited to the fullest extent permitted by such law or laws, as so amended.

Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

The Corporation has the power to indemnify, and to purchase and maintain insurance for, its directors, officers, employees, and other persons and agents. Without limiting the generality of the foregoing, the Corporation shall indemnify its directors against all liability, damages, and costs or expenses (including attorneys' fees) arising from or in any way connected with service for, employment by, or other affiliation with this Corporation to the maximum extent and under all circumstances permitted by law.

ARTICLE IX
DISSOLUTION

In the event of liquidation or dissolution of the Corporation, whether voluntarily, involuntarily or by operation of law, the remaining assets of the Corporation shall be distributed to School District 271 located in Coeur d'Alene, Idaho. In the event of liquidation or dissolution of this Corporation and School District 271 is not an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, then upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable, educational, religious and for scientific purposes which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE X
AMENDMENT

These Articles of Incorporation shall be subject to amendment from time to time as provided by law, except that no such amendment shall be made which would change the objects and purposes of this corporation to include objects and purposes which would not be exclusively charitable, educational, scientific or literary, or which would permit the net earnings of the corporation to inure to the benefit of any member, donor or private individual, or which would permit any transaction or activity not permitted to be conducted or carried on by an organization exempt under Section 501 (C)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

DATED this 15th day of October, 2013.



Terrance R. Harris
Incorporator