

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

IDAHO BRAIN INJURY FOUNDATION, INC.

File number C 110800

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of IDAHO BRAIN INJURY FOUNDATION, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: May 30, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Sikel*

ARTICLES OF INCORPORATION

OF

IDAHO BRAIN INJURY FOUNDATION, INC.

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The undersigned incorporators adopt the following Articles of Incorporation for the purpose of forming a non-profit corporation under the provisions of the Idaho Non-profit Corporation Act (I.C. § 30-301 et seq.)

FIRST:

The name of the corporation is IDAHO BRAIN INJURY FOUNDATION, INC. and its existence shall be perpetual.

SECOND:

This corporation is a non-profit corporation organized and created under and pursuant to Idaho Code § 30-301 et seq.

THIRD:

The purposes for which this corporation is organized are:

a. To foster efforts to prevent brain injuries and to provide immediate and efficacious treatment for brain-injured victims;

b. To promote the general welfare of individuals suffering cognitive or behavioral disabilities by reason of brain injury;

c. To promote public understanding of problems of the brain injured;

d. To provide educational and emotional support for the brain injured and their supporters;

e. To assist families of Idahoans suffering brain injuries in obtaining appropriate medical and psychological care;

f. To assist in procuring benefits for families of the brain injured through public education and public agencies;

g. To advocate and foster research in the treatment of victims of brain injuries;

h. To promote the development of programs and facilities for the rehabilitation of victims of brain injuries;

IDAHO SECRETARY OF STATE

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i. To assist in the search for financial support for brain injured individuals when public (federal, state and local government) and private funds are inadequate to provide for their care and support;

j. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objectives hereinbefore enumerated or which may at any time appear conducive to or expedient for the protection or benefit of this corporation;

k. To do any and all things permitted a nonprofit corporation under the applicable laws of the State of Idaho whether similar or dissimilar to the foregoing, and to fulfill such other purposes and exercise such other powers as are necessary for its operation as from time to time authorized by its governing board.

The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof as conferred by the laws of the State of Idaho.

#### FOURTH:

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors or officers, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in these Articles. The corporation shall not carry on propaganda or otherwise influence legislation to such extent as would result in the loss of its exemption under Section 501(c)(3) of the Internal Revenue Code of 1986. The corporation shall not participate in nor intervene in any political campaign on behalf of any candidate for public office, including, but not limited to, the publication or distribution of any statements on behalf of any such candidates. Notwithstanding any of the provisions of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by the following organizations:

- (a) By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or
- (b) By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

This corporation shall obtain and maintain at all times the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 and which is other than a private foundation as defined in Section 509 of the Internal Revenue Code of 1986. All terms and provision of these Articles and the bylaws of the corporation, all resolutions of the Board of Directors, and all operations of the corporation shall be construed, applied and carried out in accordance with the purpose and intent of these Articles to maintain such status.

**FIFTH:**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets exclusively for charitable purposes in such manner or to such organization or organizations organized and operated exclusively for charitable purposes relating to brain injury prevention, rehabilitation, and assistance as shall at the time qualify as exempt under Section 501(c)(3) and as other than a private foundation under Section 509(a) of the Internal Revenue code of 1986 as the Board of Directors shall determine.

**SIXTH:**

For purposes of these Articles, "charitable purposes" include educational, religious, scientific, public and other purposes, contributions for which are deductible under Section 170(c)(1) and (2) of the Internal Revenue code of 1986, and "qualified charitable organization" means an organization which is described in Section 170(c)(1) or (2) of said Code. Any reference in these Articles to a section of the Internal Revenue Code of 1986 shall be deemed to include the corresponding provision or provisions of any amendments of the applicable future Revenue Code.

**SEVENTH:**

This corporation shall have members and there shall be a single class of membership. The corporation shall issue membership certificates evidencing membership in the Idaho Brain Injury Foundation. The manner of election and the qualifications and the rights of the members shall be set forth in the Bylaws. The membership is vested with the right and authority to elect directors at each annual meeting of the class whose term expires at the time of such meeting and to fill all other vacancies on the Board of Directors existing at the time of such meeting.

**EIGHTH:**

The affairs and assets of the corporation shall be managed by the Board of Directors. The qualifications and manner of election of directors shall be prescribed in the Bylaws. Existing directors may elect successor directors to vacancies occurring between annual meetings of the corporation and in a manner so as not to conflict with the authority of the membership to elect directors at the annual meeting.

**NINTH:**

The address of the corporation's initial registered office is 733 Addison Avenue, P.O. Box 2, Twin Falls, Idaho 83303. The name of its initial registered agent at such office is Dennis S. Voorhees.

**TENTH:**

The corporation shall have not less than two nor more than eleven directors. The number of directors constituting the board shall be set by the bylaws. The number of directors constituting the initial board of directors is eleven (11). The names and addresses of the persons who are to constitute the first board of directors are as follows:


<b>N A M E</b>	<b>A D D R E S S</b>
Denis Freudenthal	268 Jefferson St. Blackfoot, Idaho 83221
Dennis S. Voorhees	P.O. Box 2 Twin Falls, Idaho 83303-0090

**ELEVENTH:**

The name and address of the incorporator is as follows:

<b>N A M E</b>	<b>A D D R E S S</b>
Dennis S. Voorhees	P.O. Box 2 Twin Falls, Idaho 83303-0090

IN WITNESS WHEREOF, the Incorporator has signed these Articles of Incorporation of the Idaho Brain Injury Foundation, Inc., this 26 day of May, 1995.

  
Dennis S. Voorhees  
Incorporator