

**FILED EFFECTIVE**

**FILED AT THE REQUEST OF:**  
Elizabeth (Betsy) Luce  
133 W. Crestline Drive  
Boise, ID 83702

2015 OCT -7 PM 4:24  
SECRETARY OF STATE  
STATE OF IDAHO

**FILED BY:**  
Eric Bjorkman  
Perkins Coie LLP  
1111 W. Jefferson St., Ste. 500  
Boise, Idaho 83702

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**ARTICLES OF INCORPORATION**

**OF**

**ONWARD SHAY! BOISE MARATHON, INC.**

The undersigned, in order to form a nonprofit corporation under the provisions of Title 30, Chapter 3, under the Idaho Nonprofit Corporation Act (the "*Act*"), acting as incorporator of Onward Shay! Boise Marathon, Inc. (the "*Corporation*"), hereby adopts and submits the following Articles of Incorporation to the Secretary of State:

**ARTICLE 1**  
**NAME**

The name of the Corporation shall be "Onward Shay! Boise Marathon, Inc."

**ARTICLE 2**  
**DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE 3**  
**PURPOSE**

The Corporation is organized exclusively for charitable, scientific, religious, literary or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of future federal tax code (the "*Code*"), including, without limitation, to provide funding and other support to other organizations that are tax exempt under Section 501(c)(3) Code.

**ARTICLE 4**  
**REGISTERED AGENT AND REGISTERED OFFICE**

The name of the registered agent and address of the registered office for the Corporation are:

Name	Address
Dennis Whitmore	3319 Dewey Street, Boise, ID 83703

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**ARTICLE 5  
BOARD OF DIRECTORS**

The number of directors comprising the board of directors of the Corporation (the "**Board of Directors**") shall be not less than three (3) nor more than fifteen (15), with the then-authorized number of directors fixed from time to time by the Board of Directors. The number of directors comprising the initial Board of Directors shall be five (5). The name and addresses of the initial directors are:

<b>Name</b>	<b>Address</b>
George Hirsch	111 Central Park N., Apt 16A, New York, NY 10026
Jan Bastian	4492 N. Keldoon Avenue, Boise, ID 83702
Elizabeth (Betsy) Luce	133 W. Crestline Drive, Boise, ID 83702
John Hale	1805 N. 10th Street, Boise, ID 83702
Jim Everett	10945 Janie Road, Boise, ID 83714

**ARTICLE 6  
INCORPORATOR**

The name and address of the incorporator is:

<b>Name</b>	<b>Address</b>
Elizabeth (Betsy) Luce	133 W. Crestline Drive, Boise, ID 83702

**ARTICLE 7  
MAILING ADDRESS**

The mailing address of the Corporation shall be 133 W. Crestline Drive, Boise, ID 83702.

**ARTICLE 8  
NO MEMBERS**

The Corporation shall have no members.

**ARTICLE 9  
DISSOLUTION**

No director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its affairs. Upon such dissolution or winding up, after paying or making adequate provision for the payment of all the liabilities of the Corporation, all the remaining assets of the Corporation shall be distributed by the Board of Directors, for a purpose or purposes similar to those set forth in Article 3 of these Articles of Incorporation, to any other organization that then qualifies for exemption under the applicable provisions of Code Section 501(c)(3). Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the State of Idaho, exclusively for a Code Section 501(c)(3) purpose or purposes similar to those set forth in Article 3 of these Articles of Incorporation, or to such organization or

organizations, as said court shall determine, that are organized and operated for similar Code Section 501(c)(3) purposes.

## **ARTICLE 10**

### **PROHIBITED ACTIVITIES**

(a) The Corporation shall not have or issue shares of stock. The Corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any director or officer of the Corporation, or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its Executive Director for services rendered, and to make payments and distributions to organizations that qualify as exempt under Section 501(c)(3) of the Code and otherwise in furtherance of the purposes of the Corporation and subject to the limitations of Article 9 and this Article 10 hereof.

(b) 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 Code Section 501(c)(3) can engage in such activities without incurring any penalties, excise taxes or losing its status as an organization exempt from federal income tax under Code Section 501(c)(3). 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.

(c) 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 Code Section 501(c)(3) or by an organization contributions to which are deductible under Code Section 170(c)(2).

(d) The Corporation is prohibited from engaging in any excess benefit transaction as defined in Code Section 4958(c).

(e) The Corporation is prohibited from engaging in any act of self-dealing as defined in Code Section 4941(d), from retaining any excess business holding as defined in Code Section 4943(c) that would subject the Corporation to tax under Code Section 4943, from making any investments that would subject the Corporation to tax under Code Section 4944, and from making any taxable expenditure as defined in Code Section 4945(d). If Code Section 4942 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 Code Section 4942.

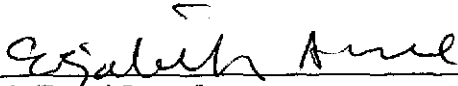
## **ARTICLE 11**

### **AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in any manner now or hereafter prescribed or permitted by statute. All rights of members and directors of the Corporation are granted subject to this reservation.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the undersigned has subscribed these Articles of Incorporation effective as of the 9 day of Oct, 2015.

  
Elizabeth (Betsy) Luce, Incorporator

IDAHO SECRETARY OF STATE

10/07/2015 05:00

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