

**FILED EFFECTIVE**

2014 OCT -3 PM 3: 07

**AMENDED and RESTATED** SECRETARY OF STATE  
**ARTICLES OF INCORPORATION** STATE OF IDAHO

**OF**

**LOVECALDWELL, INC.**

We, the undersigned, certify that at a joint meeting held on May 13, 2014, by a unanimous vote, of the members and the Board of Directors it was resolved to replace and restate the Articles of Incorporation filed on August 14, 2013, as follows:

**ARTICLE ONE**

**NAME**

The name of the corporation is LOVECALDWELL, INC.

**ARTICLE TWO**

**PURPOSE**

The corporation is organized for the purpose of coordinating and implementing acts of charitable service by community volunteers to help those in need and make the community of Caldwell a better place.

**ARTICLE THREE**

**NON-PROFIT PURPOSE**

This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to

ARTICLES OF INCORPORATION - 1

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be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code. The corporation is formed exclusively for purposes which are not for profit, and not for pecuniary benefit or financial gain. No part of the corporate assets, net income or profits shall be distributable to, or inure to the benefit of its officers, directors or members, except to the extent permitted for a non-profit corporation under the nonprofit corporation laws of the State of Idaho and Section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE FOUR** **DURATION**

The period of the duration of this corporation is perpetual.

#### **ARTICLE FIVE** **PROHIBITED ACTIVITIES**

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.

#### **ARTICLE SIX** **MEMBERS**

The corporation shall have one class of members, whose qualifications will be established in the by-laws.

#### **ARTICLE SEVEN** **REGISTERED OFFICE AND AGENT**

The address of the corporation's registered office is 3320 S. Montana Avenue, Caldwell, Idaho 83605. The initial registered agent at such address is James Porter.

**ARTICLE EIGHT**  
**DIRECTORS**

The number of directors constituting the initial Board of Directors of the corporation is three

(3). The names and addresses of the persons who are to serve as the initial directors are:

James Porter  
1624 Arthur Street  
Caldwell, ID 83605

Dave Fraley  
903 Michigan Street  
Caldwell, ID 83605

Jay Hawkins  
4012 S. 10th Avenue  
Caldwell, ID 83605

**ARTICLE NINE**  
**DISTRIBUTION ON DISSOLUTION OR LIQUIDATION**

The assets of this corporation are irrevocably and permanently dedicated to charitable purposes. Upon the dissolution of the corporation, its assets shall be distributed only for exempt purposes within the meaning of Section 501(c) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code or to a non-profit fund, foundation or corporation, which has established its tax-exempt status under Section 501(c) of the Internal Revenue Code.

**ARTICLE TEN**  
**AMENDMENTS**

These Articles of Incorporation may be amended from time to time in any manner lawful under the Non-Profit Corporation Act of the State of Idaho.

**ARTICLE ELEVEN**  
**INCORPORATORS**

The name and street address of each incorporator is:

Sharon Porter  
1624 Arthur Street  
Caldwell, ID 83605

Jan Quezada  
509 Cottonwood Street  
Caldwell, ID 83605


Way Fine  
1219 S. Kimball  
Caldwell, ID 83605


**ARTICLE TWELVE**  
**PRIOR ARTICLES OF INCORPORATION**

These Articles of Incorporation amend, replace, supercede, and restate the prior Articles of Incorporation filed on August 14, 2013.

IN WITNESS WHEREOF, we have hereunto set our hands this 25 day of August, 2014.

  
SHARON PORTER

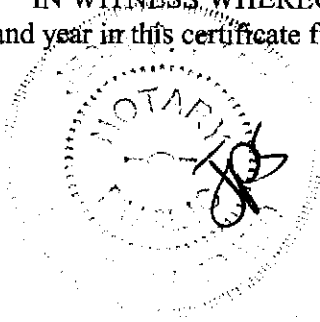
  
JAN QUEZADA

  
WAY FINE

STATE OF IDAHO                     )  
  : ss.  
County of Canyon                     )

On this 25 day of August, 2014, before me, the undersigned, a Notary Public in and for said State, personally appeared SHARON PORTER, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Jessi P Sams  
Notary Public for Idaho  
Residing at: Caldwell, Idaho  
My Commission Expires: 10/22/2018

STATE OF IDAHO                     )  
  : ss.  
County of Canyon                     )

On this 25 day of August, 2014, before me, the undersigned, a Notary Public in and for said State, personally appeared JAN QUEZADA, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

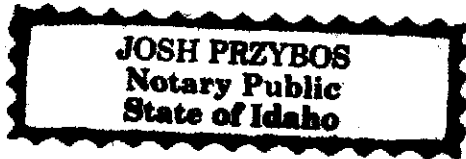
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Jessi P Sams  
Notary Public for Idaho  
Residing at: Caldwell, Idaho  
My Commission Expires: 10/22/2018

STATE OF IDAHO                     )  
  : ss.  
County of Canyon                 )

On this 12<sup>th</sup> day of September, 2014, before me, the undersigned, a Notary Public in and for said State, personally appeared WAY FINE, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



  
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Notary Public for Idaho  
Residing at: Nampa, Idaho  
My Commission Expires: 02/21/2018