

ARTICLES OF INCORPORATION  
OF  
IDAHO OFFICERS ASSISTANCE FOUNDATION, INC.  
AN IDAHO NON-PROFIT CORPORATION

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The undersigned, being a natural person of full age and a citizen of the United States of America, acting as incorporator of a non-profit corporation under the Idaho Nonprofit Corporation Act (hereafter referred to as the 'Act') and, in particular, Title 30, Chapter 3, Idaho Code, has adopted the following Articles of Incorporation for such Corporation.

**ARTICLE I**  
**Corporation Name**

The name of the Corporation is:

**IDAHO OFFICERS ASSISTANCE FOUNDATION, INC.**  
**AN IDAHO NON-PROFIT CORPORATION**

**ARTICLE II**  
**Purposes and Powers**

**Section 1. Purposes.** This Corporation is organized and operated exclusively for religious, educational and charitable purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1954. The Corporation does not contemplate any profit or monetary gain to the Members thereof. The specific purposes for which it is formed are set out below:

**Section 1.1.** To engage in any lawful activity none of which is for profit, for which corporations may be organized pursuant to the Idaho Nonprofit Corporation Act;

**Section 1.2.** To support, pay tribute, and provide assistance to Idaho's men and women of law enforcement who are currently employed or honorably retired from an Idaho city, county, state, or federal law enforcement agency; in a time of death, serious injury, critical illness, or other catastrophic circumstance.

**Section 1.3.** To support all of Idaho's men and women of law enforcement, including corrections; probation and parole; fish and game; city, county, state and federal law enforcement; and their families as the focal point in all operational aspects of the corporation;

**Section 1.4.** To engage exclusively in charitable, religious and educational purposes including for such purpose the making of distributions to organizations that qualify as exempt

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organizations under §501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any future United States Internal Revenue law;

**Section 1.5.** To exercise all powers granted by law to exempt corporations and to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation and not distributed to the personal benefit of the members thereof. The foregoing enumeration of specific powers shall not limit or restrict in any manner the general powers of the corporation granted by the statutes of the State of Idaho.

**Section 2. Limitation on Activities.** No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including the publishing and distribution of statements) on behalf of any candidate for public office.

**Section 2. Powers.** The Corporation shall have and exercise the statutory powers provided for non-profit corporations in the State of Idaho, as specified in Title 30, Chapter 3, Idaho Code, as the same now exists or may hereafter be amended and, further, the Association shall have the power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law or by these Articles of Incorporation.

**Section 3. Exercise of Powers Through Board of Directors.** The Corporation shall conduct and manage its property, business and affairs by and through a Board of Directors elected at the annual meeting of the Members, and by the Initial Board of Directors appointed herein until the first election of Directors is held. At the first annual meeting, the Members shall elect at least three (3) and no more than five (5) Directors, as set out in the Bylaws. The Board of Directors shall have all the lawful powers necessary or convenient to carry out the duties set out above unless prohibited by law, the Articles of Incorporation and the Bylaws.

### **ARTICLE III** **Period of Duration**

The period of duration is perpetual.

### **ARTICLE IV** **Membership**

**Section 1. Membership.** The membership of this corporation shall be defined in the Bylaws of the corporation, as adopted by the Board of Directors.

**Section 2. Rights and Liabilities of Members as to income, property and assets.** The members of this corporation shall have no right, title or interest whatsoever in its income, property or assets. Nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall

not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

**Section 3. Voting Rights of Members.** The voting power shall be vested exclusively in the Class A Members, as defined in the Bylaws of the Corporation, and each Class A Member shall be entitled to one vote in person or by written proxy at all annual or special meetings of the corporation, or on matters on which the members are entitled to vote.

**Section 3. No Voting Rights of Class B Members.** Class B Members shall not have voting power or decision-making authority for the corporation, which shall be solely vested in the Class A Members.

## **ARTICLE V** **Registered Office and Registered Agent**

The name and location of the Corporation's initial Registered Office in this State is:

Michael Lee  
678 N. Glen Aspen Way  
Star, Idaho 83669

The Registered Office of the Corporation may be relocated to such other place as may be determined by the Board of Directors. The name of the initial Registered Agent of the Association at such address is Michael Lee.

## **ARTICLE VI** **Initial Board of Directors**

The number of Directors constituting the initial Board of Directors of the Association is five (5), and the name of each person who is to serve as a Director until the later of, the first annual meeting of Members or until the election and qualification of a successor(s), is as follows:

<u>Name</u>	<u>Address</u>
Michael Lee	678 North Glean Aspen Way, Star, Idaho 83669
Michael Kerr	512 Cedar Park Lane, Nampa, Idaho 83686
Dave Frechette	3008 East Nature Drive, Boise, Idaho 83706
Bill Emele	2199 Constantine Ave, Boise, Idaho 83704
Riley Johnston	5173 West Redbridge Drive, Boise, Idaho 83703

## **ARTICLE VII** **Incorporator**

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

<b><u>Name</u></b>	<b><u>Address</u></b>
Michael Lee	678 N. Glen Aspen Way Star, Idaho 83669

## **ARTICLE VIII** **Exemption**

This Corporation is organized under the Idaho Non-Profit Corporation Act and intended to qualify as a Non-Profit Corporation organized for charitable purposes which, pursuant to §501(c)(3) of the Internal Revenue Code of 1954, as amended, is considered an organization exempt from income taxes for the purposes of any law that refers to organizations exempt from income taxes.

All provisions of these Articles of Incorporation shall be interpreted in accordance with the provisions of §501(c)(3) of the Internal Revenue Code of 1954, as amended, and in case of a conflict between that or other applicable sections, any provision of these Articles in conflict with either shall be interpreted to be consistent with that provision of the Internal Revenue Code. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code or (b) by a corporation contributions to which are deductible under §170(c)(2) of the Internal Revenue Code.

## **ARTICLE IX** **Dedication of Property**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

## **ARTICLE X** **Distribution of Income**

(a) **Distribution of Income.** The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by §4942 of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax law.

- (b) **Self-dealing.** The corporation shall not engage in any act of self-dealing as defined in § 4941(d) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax law.
- (c) **Excess Business Holdings.** The corporation shall not retain any excess business holdings as defined in §4943(c) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax law.
- (d) **Investments jeopardizing Charitable Purpose.** The corporation shall not make any investments in such manner as to subject it to tax under §4944 of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax law.
- (e) **Taxable Expenditures.** The corporation shall not make any taxable expenditures as defined in §4945(d) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax law.

## **ARTICLE XI**

### **Bylaws**

The Board of Directors shall have the right to make and amend Bylaws for the Corporation, in accordance with the provisions of Title 30, Chapter 11, Idaho Code, not inconsistent with any existing law and not inconsistent with these Articles of Incorporation, for the government of the affairs of the Corporation and the management of its properties.

The Bylaws of the Corporation may be repealed, amended and new Bylaws enacted as follows:

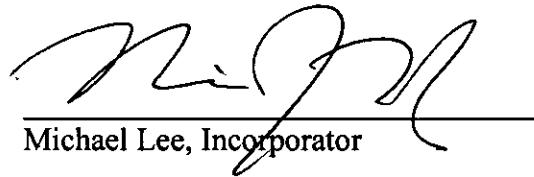
- (a) By a two-thirds (2/3) vote of the members of the Board of Directors at any regular meeting of the Board or at a special meeting of the Board called for that purpose.

## **ARTICLE XII**

### **Dissolution**

The Corporation may be dissolved in the manner required by law for the dissolution of non-profit corporations in Idaho. Upon dissolution of the Corporation, other than incident to a merger or consolidation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the Members, directors or officers of the Corporation, and all such property and proceeds, subject to the discharge of the valid obligations of the Corporation, and to the applicable provisions of the Idaho Nonprofit Corporation Act (Title 30, Chapter 3, Idaho Code) shall be distributed by the Board of Directors to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable and religious purposes and which would then qualify as an Idaho nonprofit corporation and/or §501(c)(3) of the Internal Revenue Code.

**IN WITNESS WHEREOF** the undersigned has executed these Articles of Incorporation on this 12th day of March, 2013.



Michael Lee, Incorporator