

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

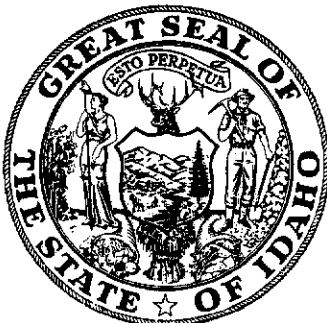
THE GIVING FUND FOUNDATION, INC.

File number C 114045

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 THE GIVING FUND 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: March 7, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Sibel*

**ARTICLES OF INCORPORATION**  
**OF**  
**THE GIVING FUND FOUNDATION, INC.**

MAR 7 4 25 PM '96  
SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation (the "Foundation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (the "Act"), adopts the following Articles of Incorporation for the Foundation.

**ARTICLE I. NAME**

The name of the Foundation is The Giving Fund Foundation, Inc.

**ARTICLE II. NONPROFIT STATUS**

The Foundation is a nonprofit corporation intended to qualify as a tax exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time or to corresponding provisions of subsequent internal revenue laws of the United States (the "Code"). The Foundation is also intended to be an organization described under Section 509 of the Code as a private foundation. The Foundation is subject to the provisions of Idaho Code § 30-3-13 addressing private foundations, the terms of which are specifically incorporated herein by this reference.

**ARTICLE III. PERIOD OF DURATION**

The period of duration of the Foundation is perpetual.

**ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT**

The location of this Foundation is in the City of Boise, County of Ada, State of Idaho. The address of the initial registered office is 1409 E. Braemere Road, Boise, Idaho, 83702, and the name of the initial registered agent at this address is Charlotte Brother.

**ARTICLE V. PURPOSES**

The Foundation is organized exclusively for charitable purposes and specifically for the purpose of rendering direct financial assistance to needy individuals to enable them to move out of public shelter homes, to secure gainful employment and to generally assist the poor in the improvement of their lives. The Foundation may also make gifts and contributions to other

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organizations that qualify as tax exempt under Section 501(c)(3) of the Code and which are not private foundations within the meaning of Section 509 of the Code.

The Foundation may receive gifts, bequests and devises of property, both real and personal. The Foundation shall hold such property received and make contributions and gifts of income and principal in such amounts as the Board of Directors may determine, subject to the provisions of Idaho Code § 30-3-13, the private foundation rules set out in the Code and the limitations set out below enumerating those rules, requirements and restrictions.

#### **ARTICLE VI. COMPLIANCE WITH CODE PROVISIONS TO AVOID TAX UNDER SECTIONS 4941 THROUGH 4945 OF THE CODE**

In compliance with provisions of the Code to avoid tax under Sections 4941 through 4945 of the Code, the Foundation:

- (1) shall distribute such amounts for each taxable year at such time and in such manner as not to subject the Foundation to tax under Section 4942 of the Code;
- (2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- (3) shall not retain any excess business holdings as defined in Section 4943(c) of the Code;
- (4) shall not make any investments in any manner as to subject the Foundation to tax under section 4944 of the Code; and
- (5) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

#### **ARTICLE VII. LIMITATIONS**

No part of the net earning or the assets of the Foundation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Foundation 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 V hereof. No part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Foundation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

## **ARTICLE VIII. MEMBERS**

The Foundation shall have members who shall have such rights as are provided in the Act and the Bylaws, and are consistent with the management authority that these Articles grant to the Board of Directors of the Foundation.

## **ARTICLE IX. BOARD OF DIRECTORS**

The affairs of the Foundation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than six (6) individuals, each of whom, at all times, shall be a member of the Foundation. The actual number of Directors shall be fixed by the Bylaws of the Foundation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Foundation.

The names and street addresses of the persons constituting the initial Board of Directors are:

| <u>Name</u>          | <u>Address</u>                           |
|----------------------|--|
| Elizabeth Pennington | 877 Chardie<br>Boise, ID 83702           |
| Mary McCain-Ogle     | 19885 Melody Ct<br>Boise, ID 83706       |
| Linda Bequette       | 3390 Flint Dr.<br>Eagle, ID 83616        |
| Charlotte Brother    | 1409 E. Braemere Road<br>Boise, ID 83702 |

## **ARTICLE X. DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Foundation, distribute all the assets of the Foundation consistent with the purposes of the Foundation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Code and which are not private foundations as defined under Section 509 of the Code, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Foundation is then located,

exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Foundation.

#### ARTICLE XI. INCORPORATOR

The name and street address of the incorporator is Charlotte Brother, 1409 E. Braemere Road, Boise, Idaho 83702.

#### ARTICLE XII. BYLAWS

Provisions for the regulation of the internal affairs of the Foundation shall be set forth in the Bylaws.

DATED this 2<sup>ND</sup> day of FEBRUARY, 1996.

Charlotte H. Brother  
Charlotte Brother, Incorporator

STATE OF IDAHO            )  
                                      ) ss.  
County of ADA            )

On this 2<sup>ND</sup> day of FEBRUARY, 1996, before me, a notary public, personally appeared Charlotte Brother, 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 and that the contents thereof are true and correct to the best of his knowledge.

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

Carol J. Wren  
Notary Public for Idaho  
Residing at Ada County  
Commission Expires: 5-14-96