

**ARTICLES OF AMENDMENT OF DEMENTIA EDUCATION FOUNDATION INC**

For Office Use Only

**-FILED-**

The undersigned, desiring to amend the Articles of Incorporation previously filed with the Idaho Secretary of State hereby certifies:

File #: 0003438085 Date Filed: 2/25/2019 10:35:00 AM

FIRST: The name of the Corporation shall remain Dementia Education Foundation Inc (the "Corporation").

SECOND: The place in Idaho where the principal office of the Corporation is to be located is 1095 E TIMBER LN, COEUR D ALENE, ID 83815. The Registered Agent shall remain as Kootenai Law Group, PLLC, 2100 NORTHWEST BLVD STE 110, COEUR D'ALENE, ID 83814.

THIRD: The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes, including for such purposes:

- (A) Increasing public awareness of dementia, Alzheimer's and related conditions;
- (B) Supporting education and research regarding dementia, Alzheimer's and related conditions, including presentations by means of exhibits, symposia, publications, and other educational programs; and
- (C) Conducting or supporting programs for individuals and their families dealing with dementia, Alzheimer's and related conditions.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Idaho upon non-profit corporations, including, but without limitation thereon, the right and power to receive gifts, bequests, and contributions in any form, and to use, apply, invest, and reinvest the principal and/or income therefrom or to distribute the same for the above purposes.

FOURTH: The initial member of the Corporation (hereinafter "Member") is the Incorporator. The Code of Regulations may make additional provisions with regard to the Member or Members of the Corporation including the manner of admission to Membership.

FIFTH: The following persons shall serve the Corporation as trustees until the first annual meeting called to elect trustees:

Richard Bennett	President	1095 E TIMBER LN COEUR DALENE, ID 83815
Susan Bennett	Secretary	1095 E TIMBER LN COEUR DALENE, ID 83815
Sara Davis	Director	48 TERRACE DR CONCORD, CA 94518
Cindy Sizemore	Director	11339 PORRECA POINT SAN DIEGO, CA 92126
Ronald Loumeau	Director	10439 S REDKNIFE DR SOUTH JORDAN, UT 84009

SIXTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or private individuals, but the Corporation 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 Third hereof. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under § 501(a) of the Code, and as an organization described in § 501(c)(3) thereof. These Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under § 501(c)(3) of the Code. No activity of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

SEVENTH: Notwithstanding anything to the contrary hereinbefore contained, the Corporation shall make distributions for each taxable year at such time and in such manner as not to subject the Corporation to tax under § 4942 of said Code; and the Corporation shall not engage in any act of self-dealing (as defined in § 4941(d) of said Code), retain any excess business holdings (as defined in § 4943(c) of said Code), make any investments in such manner as to subject the Corporation to tax under § 4944 of said Code, or make any taxable expenditures (as defined in § 4945(d) of said Code).

EIGHTH: Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, educational or scientific purposes to such "qualified" organization or organizations as the Board of Trustees shall determine. An organization shall be deemed to be a "qualified" organization for purposes of this Article Sixth only if at the time of the distribution of such assets it is operated exclusively for the purposes described in §§ 170(c)(2)(B) and 501(c)(3) of the Code. Any of such assets not so distributed shall be distributed by the court of the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation, or to such qualified organization or organizations as said court shall determine.

NINTH: The affirmative vote of two-thirds ( $\frac{2}{3}$ ) of the whole number of Members then serving shall be required to adopt or approve the following actions:

- (A) Liquidation or dissolution of the Corporation;
- (B) Merger, consolidation, or transfer of substantially all the assets of the Corporation;
- and
- (C) Repeal, modification, amendment, in whole or in part, or addition to the Articles of Incorporation or Code of Regulations of the Corporation or adoption of new Articles of Incorporation or Code of Regulations.

TENTH: Any reference in these Articles to a section of the Internal Revenue Code shall be interpreted to include a reference to the corresponding provisions of any applicable future United States internal revenue law.

ELEVENTH: Manner of Adoption: Each amendment consists exclusively of matters which do not require member approval pursuant to section 30-30-705, Idaho Code, and was, therefore, adopted by the incorporators, or by the board of directors on January 15, 2019.

The number of directors entitled to vote was: 6

The number of directors that voted for each amendment was: 5

The number of directors that voted against each amendment was: 0

IN WITNESS WHEREOF, I have hereunto subscribed my name this 15 day of  
January, 2019.

  
Richard Bennett, President

B0079-7621 02/25/2019 10:35 AM Received by ID Secretary of State Lawrence Denney