

FILED EFFECTIVE

ARTICLES OF INCORPORATION

2015 SEP -9 AM 9:46

OF

**SECRETARY OF STATE
STATE OF IDAHO**

SEGO LILY FOUNDATION, INC.

A Nonprofit Corporation

I, the undersigned natural person being of eighteen years or more, acting as incorporator under Idaho Code, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the corporation (hereinafter referred to as the "Corporation") is Segó Lily Foundation, Inc., an Idaho nonprofit corporation.

ARTICLE II
PERIOD OF DURATION

The period of duration of the Corporation is perpetual unless sooner dissolved according to law.

ARTICLE III
PURPOSES AND POWERS

The purposes for which the Corporation is organized are:

Section 1. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

Section 2. The general purposes and powers are:

(1) To solicit, collect, receive, acquire, hold and invest money and property, both real and personal, including money and property received by gift, contribution, bequest, or devise; to sell and convert property, both real and personal, into cash; and to use the funds of this Corporation and the proceeds, income, rents, issues and profits derived from any property of this Corporation for any of the purposes for which the Corporation is formed;

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(2) To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber, and to deal in shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any person, firm, corporation, or association and, while the owner or holder of them, to exercise all rights, powers and privileges of ownership;

(3) To purchase or acquire, own, hold, use, lease (either as lessor or lessee), sell, exchange, assign, convey, dispose of, mortgage, hypothecate, or encumber real and personal property;

(4) To borrow money, incur indebtedness, and to secure repayment by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal;

(5) To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit on the amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government (foreign or domestic), or other municipal or governmental subdivision; and

(6) To do all things necessary, expedient, or appropriate to the accomplishment of any of the objects and purposes for which this Corporation is formed.

Section 3. To engage in such other activities as may be permitted to a nonprofit corporation under the applicable laws of the State of Idaho, it being the specific purpose of the Corporation that it is organized and shall be operated not for pecuniary profit.

Section 4. Notwithstanding any of the above statements of purposes and powers, this Corporation shall not engage in activities that in themselves are not in furtherance of the purposes set forth in Section 1 of this Article III.

Section 5. Notwithstanding any other provisions of this instrument, the Directors shall distribute the income of the Foundation for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 6. Notwithstanding any other provisions of this instrument, if the Foundation is classified as a private foundation, the Directors will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code; nor make

any investments in a manner as to incur tax liability under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV MEMBERSHIP

The Corporation shall have no Members.

ARTICLE V STOCK

No shares of stock of the Corporation evidencing interests herein shall be authorized or issued by the Corporation and the Corporation shall have no authority to issue stock, and no dividends or pecuniary profits shall be paid thereon.

ARTICLE VI CONTRACTS WITH DIRECTORS OR OFFICERS

Section 1. No officer, managing agent, employee or other person shall derive a principal economic benefit from the operation of the Corporation. However, any person, including an officer or Director of the Corporation may deal or contract with the Corporation in compliance with a conflict of interest policy adopted by the Corporation. The Bylaws of the Corporation shall set forth the Conflict of Interest Policy of the Corporation.

Section 2. No member of the Board of Directors or officer shall be liable to account to the Corporation for any transaction or contract of the Corporation ratified or approved as herein provided, and they are relieved from any liability that might otherwise exist with respect to such transactions or contracts.

ARTICLE VII INDEMNIFICATION OF DIRECTORS

The Corporation shall indemnify any and all persons who may serve or who have served at any time as Directors or officers or who at the request of the Board of Directors of the Corporation may serve or at any time have served as Directors or officers of another corporation in which the Corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid in settlement (before or after suit is commenced), actually and necessarily by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them are made parties or a party, or

which may be asserted against them or any of them, by reason of being or having been Directors or officers or a Director or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such Director or officer or former Director or officer or person shall be adjudged in any action, suit or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders, or otherwise.

ARTICLE VIII BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors of at least three (3) or more Directors, each of whom shall be a voting Director of the Corporation as fixed from time to time by the Bylaws of the Corporation. The initial Board of Directors, who shall hold office until their successors shall have been elected pursuant to the Corporation Bylaws, shall be:

<u>Name</u>	<u>Address</u>
Paul H. Duncan	612 North 1084 East, Jackson, Idaho 83350
Kathy F. Duncan	612 North 1084 East, Jackson, Idaho 83350
Brigham R. Duncan	612 North 1084 East, Jackson, Idaho 83350

ARTICLE IX RESIGNATION, REMOVAL, APPOINTMENT OF SUCCESSOR DIRECTORS

The Bylaws of the Corporation shall set forth the requirements for the resignation and removal of Directors and the appointment of Successor Directors.

ARTICLE X INCORPORATOR

The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
Kathy F. Duncan	612 North 1084 East Jackson, Idaho 83350

ARTICLE XI
PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The initial registered office and the principal office of the Corporation and the designated office where the records of the Corporation required to be kept shall be 612 North 1084 East, Jackson, Idaho 83350, and the initial registered agent at such address is Kathy F. Duncan. Such office may be changed at anytime by the Board of Directors as set forth in the Bylaws without amendment of these Articles of Incorporation

ARTICLE XII
EARNINGS AND ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. 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 any candidate for public office except as authorized under the Internal Revenue Code of 1986 as amended. 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 Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE XIII
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, and after properly disposing of assets held by the Corporation upon condition requiring return, transfer or conveyance upon such event of dissolution as required by Idaho law, transfer and convey all remaining assets and benefits of the Corporation to a transferee designed by the Board of Directors for advancement of the purposes of such transferee provided such transferee then qualifies under Section 501(c)(3) of the Internal Revenue Code or its future equivalent. If the transferee or its successor shall fail to so qualify, then all remaining assets and benefits of the Corporation shall be disposed of by the District Court for the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or

organizations as said Court shall determine, which most nearly approximate the purposes for which the Corporation was organized.

ARTICLE XIV
ADMINISTRATION OF CORPORATION

The Corporation will not conduct any activity which would not be permitted to be conducted by an organization exempt from taxation under Section 501(c)(3) of the Code and to which donations are deductible under Sections 170(a)(1), 2055 and 2522 of the Code.

ARTICLE XIV
ALTERNATE PURPOSES

In the event that the purposes for which this Corporation has been created cannot, at any time, be carried out, the fiduciaries are to administer the Corporation for other purposes which are as similar to the original purposes as is reasonably possible and which are consistent with federal laws governing the administration of 501(c)(3) tax exempt organizations.

In Witness Whereof, I, Kathy F. Duncan, have executed these Articles of Incorporation and know the contents thereof and that the same is true to the best of my knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters I believe to be true.

Dated this 25th day of August, 2015.

Incorporator's Signature

By Kathy F. Duncan
Kathy F. Duncan

ACKNOWLEDGMENT AND ACCEPTANCE OF
APPOINTMENT OF REGISTERED AGENT

Pursuant to the provisions of Idaho law, Kathy F. Duncan herewith acknowledges and accepts appointment as the registered agent for Sego Lily Foundation, a nonprofit corporation. This acknowledgment and acceptance of appointment as registered agent is freely and voluntarily made and given by the undersigned.

Dated this 25th day of August, 2015.

By: Kathy F. Duncan
Kathy F. Duncan
Registered Agent