

**FILED EFFECTIVE**SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION OF  
**BASQUE CATHOLIC FOUNDATION, INC.**

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

**ARTICLE I**  
**NAME OF THE CORPORATION**

The name of the Corporation is Basque Catholic Foundation, Inc.

**ARTICLE II**  
**STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III**  
**PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV**  
**REGISTERED OFFICE AND AGENT**

The location of the Corporation is in the City of Boise, County of Ada, and in the State of Idaho. The address of the initial registered office is \_\_2418 Pendleton Street; Boise, Idaho 83705\_\_, and the name of the initial registered agent is \_Miren Artiach\_.

**ARTICLE V**  
**PURPOSE**

The purposes for which the Corporation is organized and will be operated are as follows:

- a. To provide support for the pastoral and charitable activities of the Basque Catholic Foundation (Artzai Ona) through fundraising, volunteering, community building and other activities.
- b. To, raise, manage and administer such funds as necessary and appropriate to carry out the purpose of the Corporation.
- c. To pursue charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under Section 501(c)(3).

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- d. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value, and the power to lease, and acquire property and to enter into contracts as necessary to effectuate the foregoing purposes. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto to substitute therefore, may not at that time lawfully carry on or do.

## **ARTICLES VI LIMITATIONS**

No part of the net earnings or the assets of the Corporation shall insure to the benefit of, or be distributable to, its members, directors, officers or other private persons except that 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 V hereof. No substantial part of the activities of the Corporation shall be for 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. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried out by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time.

## **ARTICLES VII NO MEMBERS**

The Corporation shall have no members.

## **ARTICLE VIII BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which number shall be no less than three. Other than Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

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

DIRECTOR: Ricardo Yanci	ADDRESS: 217 Village Lane; Boise, Idaho 83702
DIRECTOR: Liz Hardesty	ADDRESS: 809 North 18 <sup>th</sup> ; Boise, Idaho 83702
DIRECTOR: Patty Miller	ADDRESS: 1319 North 7 <sup>th</sup> ; Boise, Idaho 83702

**ARTICLE IX  
DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, 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 Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

**ARTICLE X  
INCORPORATOR**

The name and street address of the incorporator is \_Miren Artiach; 2418 Pendleton Street; Boise, Idaho 83705\_.

**ARTICLE XI  
BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws and these Articles to the extent permitted by the Act by an affirmative vote of at least 2/3 of the Directors then in office.

**ARTICLE XII  
LIMITATION OF LIABILITY AND INDEMNIFICATION**

The Corporation shall indemnify, hold harmless, and defend present and former directors, officers and employees and agents of the Corporation to the fullest extent permitted by, and in accordance with, the Act as the same exists at the time of the adoption of these Articles or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment). Expenses, including attorney fees, incurred by present and former directors, officers and employees and agents of the Corporation in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding in accordance with the Act.

SIGNATURES

DATED this 10<sup>th</sup> day of May, 2016

INCORPORATOR: Miren Artiach Miren L. Artiach

DIRECTOR: Ricardo Yanci Ricardo Yanci

DIRECTOR: Liz Hardesty Liz Hardesty

DIRECTOR: Patty Miller Patty Miller

IDAHO SECRETARY OF STATE

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