

For Office Use Only

**FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION - FILED -
OF MAGIC VALLEY COMMUNITY ASSOCIATION**

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ARTICLE I, NAME

1.01 Name

The name of the corporation is hereby changed from Young Men’s Christian Association of Twin Falls, Inc. to **Magic Valley Community Association, Inc.** The business of the corporation shall be conducted under the name **Magic Valley Community Association, Inc.**

ARTICLE II, DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III, PURPOSE

3.01 Purpose

The Magic Valley Community Association is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Magic Valley Community Association’s purpose is to strengthen our community by developing emotional wellbeing, healthy bodies, and families. Magic Valley Community Association may exercise all powers granted by law necessary and proper to carry out the foregoing exempt purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value

ARTICLE IV, NON-PROFIT NATURE

4.01 Non-Profit Nature

The Magic Valley Community Association is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Magic Valley Community Association shall inure to the benefit of, or be distributable to its members, trustees, 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 for in the purpose clause hereof.

Notwithstanding any provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Magic Valley Community Association is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part

of the assets, receipts, or net earnings of the corporation shall insure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles or its Bylaws.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Magic Valley Community Association of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon the termination or dissolution of the Magic Valley Community Association for any reason, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) that has a charitable purpose or purposes which, at least generally, includes a purpose similar to the Magic Valley Community Association, and that is in close geographic proximity to the Twin Falls, Idaho area.

The organization to receive the assets of the Magic Valley Community Association hereunder shall be selected by the discretion of a majority of the Board of Directors of the Magic Valley Community Association and if its Board of Directors cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Magic Valley Community Association by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the Magic Valley or the State of Idaho.

4.03 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 purposed set for in Article III, Section 3.01.

4.04 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V, BOARD OF DIRECTORS

5.01 Governance

Magic Valley Community Association shall be governed by its board of directors.

5.02 Directors and Officers

The current directors and officers of the corporation are as follows:

President/Director	Vice-President/Director	Secretary/Director	Treasurer/Director
Hattie Zobott 1345 9 th Street Twin Falls, ID 83301	Scott Pierce 1894 Galina Drive Twin Falls, ID 83301	Andy Barry 2514 East 3707 North Twin Falls, ID 83301	Steve Everton 2851 Pole Line Road Twin Falls, ID 83301

ARTICLE VI, NO MEMBERSHIP

6.01 No Members

The Magic Valley Community Association, Inc. shall have no voting members and shall be governed by its Board of Directors.

ARTICLE VII, AMENDMENTS

7.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors .

ARTICLE VIII, ADDRESSES

8.01 Corporate Address

The physical address of the corporation is:

1751 Elizabeth Blvd.
Twin Falls, ID 83301

The mailing address of the corporation is:

1751 Elizabeth Blvd.
Twin Falls, ID 83301

ARTICLE IX, REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Andy Barry
2514 East 3707
Twin Falls, ID 83301

ARTICLE X, INCORPORATOR

The incorporator of the corporation are as follow:

Hattie Zobott, President
1345 9th Street
Twin Falls, ID 83301

Certificate of Adoption of Articles of Incorporation

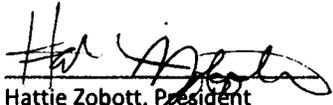
We, the undersigned, do hereby certify that the above stated Amended and Restated Articles of Incorporation of Magic Valley Community Association were approved by the board of directors and its members on Wednesday March 31, 2021 and constitute a complete copy of Articles of Incorporation of the Magic Valley Community Association.

Article XI, Miscellaneous

11.01 Effect of Articles; Entire Agreement These Amended and Restated Articles of Incorporation shall amend, replace and supersede all previous articles of incorporation(s) and amendments thereto of Magic Valley Community Association in their entirety, and these Amended and Restated Articles of Incorporation shall be the Articles of Incorporation of Magic Valley Community Association as of the date these Articles are filed with the Idaho Secretary of State.

11.02 Construction; Severability If there is any conflict between the provisions of these Articles and the Bylaws of the Corporation, the provisions of these Articles shall govern. Should any of the provisions or portions of these Articles be held unenforceable or invalid for any reason, the remaining provisions and portions of these Articles shall be unaffected by such holding and construed to give these Articles the furthest enforcement and effect as possible consistent with the purposes of the Corporation and its exempt activities.

In witness whereof, the Amended and Restated Articles of Incorporation were duly approved and adopted effective the 2nd date of April, 2021.


Hattie Zobott, President