

**ARTICLES OF INCORPORATION
OF
FOREST LEGACY INITIATIVE, INC.**

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The undersigned, to form a nonprofit corporation under the Idaho Nonprofit Corporation Act, hereby signs and verifies the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is Forest Legacy Initiative, Inc., and its initial mailing address is 687 Canfield Ave, Coeur d'Alene, ID 83815.

**ARTICLE II
MEMBERSHIP**

The corporation is a membership corporation, and its sole voting member is MAB GT Trust. The conditions, qualifications, and voting rights of the member shall be as set forth in the corporation's Bylaws, as may be amended from time to time.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The initial registered office of the corporation is 1555 W Shoreline Drive, Suite 100, Boise, Idaho 83702, and the initial registered agent at such address is CT Corporation System.

**ARTICLE IV
PURPOSES, LIMITATIONS AND POWERS**

Section 4.1 Purposes. The purpose of the corporation is for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 4.2 Limitations.

4.2.1 The corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any director or officer of the corporation, or of any private individual.

4.2.2 No director, officer, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation, or upon the winding up of its affairs.

4.2.3 The corporation may further its purposes for the promotion of social welfare by attempting to influence legislation in a manner that is consistent with its status as an organization qualified under Section 501(c)(4) of the Code.

4.2.4 The corporation shall not have as its primary activity participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

4.2.5 Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization qualified under Section 501(c)(4) of the Code.

Section 4.3 Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the corporation's Articles of Incorporation or Bylaws, the corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purpose set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the corporation's purpose.

ARTICLE V DIRECTORS

Section 5.1 Board of Directors. The management of the corporation will be vested in a board of no fewer than three (3) directors. The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of directors shall be prescribed by the Bylaws of the corporation.

Section 5.2 Names and Addresses of Directors. The names and addresses of the directors who will manage the affairs of the corporation until the first annual meeting of the board of directors as provided in the Bylaws, and until their successors are elected and qualified, are:

Name	Address
Ruth Jacobs	687 Canfield Ave Coeur d'Alene, ID 83815
Steven Russell	687 Canfield Ave Coeur d'Alene, ID 83815
Bryan Riga	687 Canfield Ave Coeur d'Alene, ID 83815

ARTICLE VI DISSOLUTION

Upon dissolution or winding up of the corporation, assets will go to one or more organizations then qualified under Section 501(c)(3) or 501(c)(4) of the Code as recommended by the Board of Directors and approved by the member.

ARTICLE VII LIMITATION OF LIABILITY

Officers and directors who serve without compensation shall be personally immune from civil liability arising out of their conduct as an officer or director if such conduct is within the course and scope of their duties as an officer or director at the direction of the corporation. The scope of this immunity is prescribed by Chapter 6-1605 of the Idaho Statutes, as amended. If the Idaho Statutes are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors and officers, then the liability of a director shall be eliminated or limited to the full extent permitted under Idaho law, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director or officer of the corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director or officer occurring prior to such repeal or modification.

ARTICLE VIII INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 8.1 The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and

reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 8.2 Indemnification for Expenses. To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 8.1, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection herewith.

Section 8.3 Determination of Indemnification. Any determination under Section 8.1, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 8.1.

Section 8.4 Advanced Expenses. Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this section.

Section 8.5 Non-Exclusivity of Rights. The indemnification and advancement of expenses provided by, or granted pursuant to the other subsections of this section shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

Section 8.6 Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.

**ARTICLE IX
AMENDMENT OF ARTICLES AND BYLAWS**

The authority to amend these Articles of Incorporation and to make, alter, amend or repeal Bylaws is vested in the corporation's member.

**ARTICLE X
INCORPORATOR**

The incorporator's name and address are:

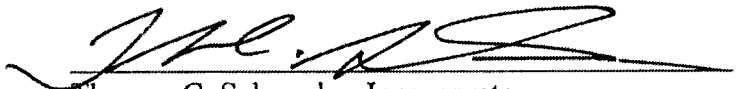
Name

Thomas C. Schroeder

Address

Davis Wright Tremaine LLP
920 Fifth Avenue, Suite 3300
Seattle, WA 98104

IN WITNESS WHEREOF, I have hereunto set my hand this 11 day of May, 2023.


Thomas C. Schroeder, Incorporator