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**ARTICLES OF INCORPORATION
OF
WOOD RIVER FOUNDATION, INC.**

SECRETARY OF STATE
STATE OF IDAHO

**ARTICLE I
NAME OF THE CORPORATION**

The name of the corporation is Wood River Foundation, Inc. (hereafter "the Foundation").

**ARTICLE II
STATUS**

The Foundation is a nonprofit corporation organized under the Idaho Nonprofit Corporation Act ("the Act"), Idaho Code § 30-3-01 *et seq.*

**ARTICLE III
PERIOD OF DURATION**

The period of duration of the Foundation is perpetual.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The location of the Foundation is in Blaine County, Idaho. The address of the current registered office is 111 Spur Lane, Ketchum, Idaho 83353. The name of the current registered agent at this address is Morley Golden.

**ARTICLE V
PURPOSES**

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

A. For charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. To solicit and accept gifts, bequests, devises, and other donations of money, real and personal property, and any other things of value to be held, managed and distributed to any qualified charitable organization or program for charitable purposes within Wood River Valley and Blaine County, Idaho.

C. To distribute property for such purposes in accordance with the terms of gifts, bequests, or devises to the Foundation not inconsistent with its purposes, as set forth in these Articles or in accordance with determinations made by the Board of Directors pursuant to these Articles.

D. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes consistent with the requirements of the Act, including but not limited to the power to accept donations of money, real and personal property, or any things of value. Nothing contained herein shall be deemed to authorize or permit the Foundation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act is prohibited from doing.

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**ARTICLE VI
LIMITATIONS**

The Foundation shall be limited as follows:

A. No part of the net earnings or the assets of the Foundation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons except that the Foundation 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.

B. No substantial part of the activities of the Foundation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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.

C. Notwithstanding any other provisions of these Articles, the Foundation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time.

**ARTICLE VII
NO MEMBERS OF CORPORATION**

The Foundation shall not have any members.

**ARTICLE VIII
BOARD OF DIRECTORS**

The affairs of the Foundation 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 Foundation's Bylaws, which number shall be no less than three. The Directors shall be elected by the existing Directors of the Foundation in the manner and for the term provided in the Bylaws of the Foundation.

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

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|---------------------------------------|
| Morley R. Golden | 111 Spur Lane, Ketchum ID 83340 |
| Robert J. Werth | 180 1st Street West, Ketchum ID 83340 |
| Lindsey Woodcock | 421 Broadway Blvd, Ketchum ID 83340 |

**ARTICLE IX
DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Foundation, distribute all the assets of the Foundation consistent with the purposes of the Foundation. In doing so, the Board of Directors shall distribute such assets among the following nonprofit organizations as shall at that time qualify as exempt organizations 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 Foundation is then located exclusively for the purposes or to such organizations as such court shall determine to be consistent with the purposes of the Foundation.

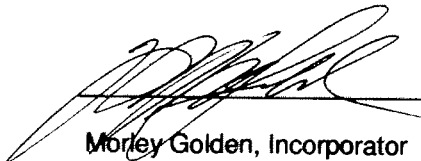
**ARTICLE X
INCORPORATOR**

The name and street address of the incorporator is Morley Golden, 111 Spur Lane, Ketchum, Idaho 83340

**ARTICLE XI
BYLAWS**

Provisions for the regulation of the internal affairs of the Foundation shall be set forth in the Bylaws.

The foregoing Amended and Restated Articles of Incorporation for Wood River Foundation, Inc., were adopted by a majority of its Board of Directors on the 11th day of January, 2010.


Morley Golden, Incorporator

Ben Ysursa
Secretary of State

450 N 4th Street
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Boise ID 83720-0080



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STATE OF IDAHO
SECRETARY OF STATE

ANNUAL REPORTING REQUIREMENTS

Each corporation, limited liability company, limited partnership and limited liability partnership authorized to transact business in this state must deliver to the secretary of state for filing an annual report on a form provided by this office.

If an annual report is not received on or before the due date, the following will occur:

- 1) Domestic corporations and limited liability companies will be subject to administrative dissolution;
- 2) Foreign corporations will be subject to revocation of its authority to do business in Idaho;
- 3) Foreign limited liability companies will be subject to administrative cancellation;
- 4) Limited partnerships will be subject to administrative cancellation / termination.
- 5) Limited liability partnerships will lose their limited liability status and revert to general partnerships:

The form must be executed by a person authorized by the company, indicating such capacity, setting forth the name of the company, the state or country under whose law it is incorporated/organized, along with the names and addresses of its current registered agent and officers.

The first, and all subsequent annual reports shall be delivered to the secretary of state each year before the end of the month during which a corporation or limited liability company was initially authorized to transact business. (Please note: the first annual report is not due until 1 year after the initial filing date.)

A post card will be sent to notify you that your annual report is due. There is no filing fee if the annual report is received in this office by the date it is due. A post mark date is not sufficient.

A sample of the post card and a generated annual report is included on the back of this letter.

File your annual report electronically via our website: www.sos.idaho.gov or request a mail in report form. Please follow the instructions carefully when entering the data. The annual report will only be available for filing 60 days prior to the due date.

If you have any questions or need further assistance, please do not hesitate to contact this office at (208) 334-2301.

Very truly yours,

COMMERCIAL DIVISION
IDAHO SECRETARY OF STATE'S OFFICE

Enclosures: cited