



Representing Idaho Non-Profits

*Presented by:
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September 10, 2014

ARTICLES OF INCORPORATION

OF

[], 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

The name of the Corporation is [], Inc.

Article II

The Corporation’s registered office is located at []. The Corporation’s Registered Agent is [].

Article III

The purposes for which the Corporation is organized and will operate are within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”), as amended, including:

A. [].

B. To exercise all powers granted by law 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. Nothing contained in these Articles shall be deemed to authorize or permit the Corporation to carry on any business for profit or to exercise any power or to do any act that a corporation formed under the Act may not at that time lawfully carry on or do.

C. Any other lawful purpose under the Act and/or the Code.

Article IV

No part of the net earnings of the corporation 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 forth above. 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 or in opposition to any candidate for public office.

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

Article V

The Corporation will not have members. [ALTERNATIVELY: The Corporation will have members. The rights and duties of the members will be as set forth in the Corporation's Bylaws.]

Article VI

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, but in no case may be less than three (3). Directors shall be elected in the manner and for the term provided in the Bylaws of the Corporation.

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

NAME

ADDRESS

Article VII

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 IIX

The name and address of the incorporator is [], [].

Article IX

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

Article X

The Corporation shall indemnify Officers and Directors of the Corporation to the fullest extent permitted under the Act.

DATED this _____ day of _____, 2011.

[], Incorporator

Appointment of the undersigned as registered agent for the Corporation is hereby acknowledged and accepted:

[], Registered Agent

**BYLAWS
OF
[], INC.**

**ARTICLE I
OFFICE**

1.1 Principal Office. The principal office of [], Inc., an Idaho non-profit corporation (the "Corporation"), is []. The Corporation may have other offices as the Board of Directors may designate or as the business of the Corporation may require from time to time.

1.2 Registered Office. The registered office of the Corporation required by the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), to be maintained in the State of Idaho, is set forth in the Corporation's Articles of Incorporation (the "Articles"), and may be changed from time to time by the Board of Directors.

**ARTICLE II
BOARD OF DIRECTORS**

2.1 General Powers and Standard of Care. The Board of Directors has authority to exercise all corporate powers and manage the business and affairs of the Corporation, except as otherwise provided in the Act or the Articles.

A Director shall perform his or her duties as a Director, including as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing his or her duties, a Director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(a) officers or employees of the Corporation that the Director reasonably believes to be reliable and competent in the matters presented;

(b) legal counsel, public accountants or other persons as to matters that the Director reasonably believes to be within such person's professional or expert competence; or

(c) a committee of the Board upon which the Director does not serve as to matters within the committee's designated authority, which committee the Director reasonably believes to merit confidence;

but a Director will not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted. A person who performs the duties of a Director has no liability to the Corporation by reason of being or having been a Director of the Corporation.

2.2 Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which any action on any corporate matter is taken is presumed to have assented to the action unless the Director's dissent is entered in the minutes of the meeting or unless the Director files his or her written dissent to the action with the Secretary of the meeting before adjournment of the meeting or forwards the dissent by certified or registered mail to the Secretary of the Corporation within three (3) days after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of the action.

2.3 Number, Election and Qualification of Directors. The Board of Directors of the Corporation shall consist of at least three (3), but not more than ten (10) members, with the exact number fixed pursuant to resolutions adopted by the Board of Directors. Each Director shall serve a term of three (3) years. The names and addresses of the members of the first Board of Directors have been stated in the Articles. The initial Directors shall hold office until the third annual meeting of the Board of Directors, and until their successors are elected and qualified. At the third annual meeting of the Board of Directors, the existing Directors shall elect Directors to hold office for a three (3) year term ending on the third annual meeting of the Board of Directors after each new Director is elected, and the Board of Directors shall be elected in a like manner every third year thereafter. Each Director will hold office for the term for which he or she is elected and until his or her successor is elected and qualified. Directors need not be residents of the State of Idaho.

2.4 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Directors. A Director elected to fill a vacancy is elected for the unexpired term of the Director's predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office continuing only until the next regular election of Directors.

2.5 Removal of Directors. At a meeting of the Board of Directors called expressly for that purpose, any director may be removed with cause by a vote of a majority of the Directors then in office. Any Director may be removed at such a meeting without cause by a vote of two-thirds of the Directors then in office.

2.6 Committees of the Board of Directors.

2.6.1 Membership. The Board of Directors, by resolution adopted by the Directors then in office, may designate and appoint one or more Director committees, each of which shall consist of two or more Directors.

2.6.2 Authority. Director committees, to the extent provided in the resolution establishing the committee, will have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no Director committee may have the authority of the Board of Directors in reference to (i) authorize distributions, (ii) approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets, (iii) elect, appoint or remove directors or fill vacancies on the Board of Directors or on any of its committees, or (iv) adopt, amend or repeal the Articles or these Bylaws. The designation and appointment of any committee and the delegation of authority to a committee

does not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on the Board of Directors, or any individual Director.

2.6.3 Tenure. Each member of a committee will continue as such until the next annual meeting of the Board of Directors of the Corporation and until a successor is appointed unless (i) the committee is sooner terminated, (ii) the member is removed from the committee, or (iii) the member ceases to qualify as a member of the committee.

2.6.4 Chairperson. The Board of Directors will appoint one member of each committee as chairperson.

2.6.5 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

2.6.6 Resignation. Any committee member may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice of resignation, the resignation takes effect upon receipt. Acceptance of the resignation is not necessary to make the resignation effective.

2.6.7 Removal. The Board of Directors may remove a member of committee with or without cause.

2.7 Directors' and Committee Meetings. Meetings of the Board of Directors, regular or special, or meetings of any committee, may be held within or without the State of Idaho. Unless otherwise specified in this section or in the notice for the meeting, all meetings will be held at the principal office of the Corporation.

Except as otherwise provided in this section, regular or special meetings of the Board of Directors or any committee may be called by or at the request of the President, any Director or the chair of a committee, as the case may be, upon written or verbal notice given to all other Directors or committee members, as the case may be, at least three (3) days before the meeting. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than the resolution.

The attendance at or participation of a Director or committee member in any meeting constitutes a waiver of notice of the meeting, except where a Director or committee member attends or participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors or any committee need be specified in the notice or waiver of notice for the meeting.

2.8 Waiver of Notice. Whenever any notice is required to be given to any Director or committee member under the provisions of the Act, the Articles or these Bylaws, a waiver, in writing signed by the person or persons entitled to such notice, whether before or after the time stated in the notice, is equivalent to the giving of such notice.

2.9 Quorum and Voting Requirements. A majority of the number of Directors constitutes a quorum for the transaction of business at meetings of the Board of Directors. The act of the majority of the Directors present at a meeting at which a quorum is present is the act of the Board of Directors. A majority of the number of committee members fixed and appointed by the Board of Directors or the President, as the case may be, constitutes a quorum for the transaction of business at a meeting of the committee. The act of the majority of the committee members present at a meeting at which a quorum is present is the act of the committee.

2.10 Action without a Meeting. Any action required by the Act to be taken at a meeting of the Board of Directors of the Corporation, or any action that may be taken at a meeting of the Directors or of a committee, may be taken without a meeting if a consent in writing, setting forth the actions so taken, is signed by all of the Directors, or all of the members of the committee, as the case may be. The consent has the same effect as a unanimous vote.

2.11 Compensation. No Director or committee member may receive a salary or compensation for services in that capacity. Directors or committee members may be reimbursed for actual expenses incurred in the performance of services as a Director or committee member. This provision does not preclude any Director from serving the Corporation in any other capacity and receiving compensation for services rendered in that capacity.

2.12 Director Conflicts of Interest. The Board of Directors has adopted a Conflicts of Interest Policy. In addition to that policy, any Director who has an interest in a contract or other transaction presented to the Board or a committee for authorization, approval, or ratification must promptly and fully disclose his or her interest to the Board or committee prior to its acting on the contract or transaction. The disclosure shall include any relevant and material facts known to the Director about the contract or transaction that might reasonably be construed to be adverse to the Corporation's interest.

No Director may cast a vote on any matter that has a direct bearing on services to be provided by that Director, or any organization that he or she represents or that he or she has an ownership interest in or is otherwise interested in or affiliated with, which will directly or indirectly financially benefit the Director.

2.13 Loans to Directors. The Corporation shall not lend money to or use its credit to assist its Directors or Officers.

2.14 Liability of Directors for Wrongful Distribution of Assets. In addition to any other liabilities imposed by law upon the Directors of the Corporation, the Directors who vote for or assent to any distribution of assets, other than in payment of its debts, when the Corporation is insolvent or when the distribution will render the Corporation insolvent, or during the liquidation of the Corporation without the payment and discharge of or making adequate provisions for all known debts, obligations and liabilities of the Corporation, shall be jointly and severally liable to the Corporation for the value of the assets that are distributed, to the extent that debts, obligations and liabilities of the Corporation are not paid and discharged.

A Director is not liable under this section if, in the exercise of ordinary care, the Director relied and acted in good faith upon written financial statements of the Corporation represented to Director to be correct by the President or by the officer of the Corporation having charge of its

books of account, or certified by an independent licensed or certified public accountant or firm of accountants to reflect fairly the financial condition of the Corporation, nor shall the Director be liable if, in the exercise of ordinary care and good faith, in determining the amount available for a distribution, the Director considered the assets to be equal to their book value.

A Director is not liable under this section, if, in the exercise of ordinary care, the Director acted in good faith and in reliance upon the written opinion of an attorney for the Corporation.

A Director against whom a claim is asserted under this section and who is held liable is entitled to contribution from the persons who accepted or received the distribution knowing the distribution was made in violation of this section, in proportion to the amounts received by them respectively.

2.15 Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video communication, or other electronic transmission so long as all of the following apply:

- (a) each director participating in the meeting can communicate with all of the other directors concurrently, and
- (b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

**ARTICLE III
OFFICERS**

3.1 Number. The officers of the Corporation will consist of a President, Vice President, Secretary, and Treasurer. The Board of Directors will elect the officers. The Board of Directors may elect or appoint other officers or assistant officers in the Board's discretion. Any two (2) or more offices may be held by the same person except the offices of President and Secretary.

3.2 Election and Term of Office. The Board of Directors will elect the officers of the Corporation annually at the annual meeting of the Board of Directors. If the election of officers is not held at the annual meeting, the Board of Directors shall hold the election shall as soon as practicable after the annual meeting. Each officer will hold office until a successor is duly elected and qualified, until the officer's death, or until the officer resigns or is removed.

3.3 Removal. The Board of Directors may remove any officer or agent whenever, in its judgment, the best interests of the Corporation will be served by removal. Any such removal shall not prejudice the contract rights, if any, of the officer or agent removed. Election or appointment of an officer or agent does not of itself create contract rights.

3.4 Vacancies. The Board of Directors may fill a vacancy in any office because of death, resignation, removal, disqualification or otherwise for the unexpired portion of the term.

3.5 President. The President is the principal executive officer of the Corporation and, subject to the control of the Board of Directors, will in general supervise and control all of the business and affairs of the Corporation. The President presides at all meetings of the members of the Board of Directors. The President may sign, with the Secretary or any other officer authorized by the Board of Directors, any promissory notes, deeds, mortgages, leases, contracts, or other instruments that the Board of Directors has authorized for execution, except in the cases where the signing and execution is expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or is required by law to be otherwise signed or executed. The President will co-sign all checks or other deposit account withdrawals in excess of one thousand dollars (\$1,000.00) and, in general, will perform all duties incident to the office of President and any other duties as the Board of Directors may prescribe from time to time.

3.6 Vice President. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President will perform the duties of the President. When so acting, the Vice President has all the powers of and is subject to all the restrictions on the President. The Vice President will perform other duties as the President or the Board of Directors may assign.

3.7 Secretary. The Secretary will attend all meetings of the Board of Directors and will prepare and maintain minutes of those meetings. The Secretary has custody of and shall protect all executed deeds, leases, agreements and other legal documents and records to which the Corporation is a party or by which it is legally affected. The Secretary will, in general, perform all duties incident to the office of Secretary and any other duties assigned to the Secretary by the President or the Board of Directors.

3.8 Treasurer. The Treasurer is the principal financial officer of the Corporation and has charge and custody of and is responsible for all funds of the Corporation. The Treasurer will sign all checks and promissory notes of the Corporation and will receive and give receipts for moneys due and payable to the Corporation from any source and deposit all moneys in the name of the Corporation in banks, trust companies or other depositories as selected by the Board of Directors. The Treasurer will keep or cause to be kept, adequate and correct accounts of the Corporation, including accounts of its assets, liabilities, receipts and disbursements. The Treasurer will submit to the Board of Directors and the President, when required, statements of the financial affairs of the Corporation. The Treasurer will, in general, perform all financial duties incident to the office of Treasurer and any other duties assigned to the Treasurer by the President or the Board of Directors.

3.9 Salaries. The Board of Directors shall fix the salaries of the officers, if any. An officer will not be prevented from receiving a salary because the officer is also a Director of the Corporation. All compensation paid to an officer must be reasonable and based on the applicable rules and regulations for compensation paid by tax exempt organizations.

3.10 Officer Conflict of Interest. Any officer who has an interest in a contract or other transaction presented to the Board or a committee for authorization, approval, or ratification shall make a prompt and full disclosure of his or her interest to the Board or committee prior to its acting on the contract or transaction. The disclosure must include any relevant and material facts

known to the officer about the contract or transaction that might reasonably be construed to be adverse to the Corporation's interest.

ARTICLE IV STAFF

4.1 Employment. The Board of Directors has authority to employ an Executive Director and any other staff as the Corporation may reasonably require from time to time.

4.2 Terms of Employment. The Board of Directors must approve all compensation paid to a staff person. Compensation for staff personnel must be reasonable and based on the applicable rules and regulations for compensation paid by tax exempt organizations.

4.3. Staff Conflict of Interest. Any staff person who has an interest in a contract or other transaction presented to the Board or a committee for authorization, approval, or ratification shall make a prompt and full disclosure of his or her interest to the Board or committee prior to its acting on the contract or transaction. This disclosure must include any relevant and material facts known to the person about the contract or transaction that might reasonably be construed to be adverse to the Corporation's interest.

ARTICLE V MISCELLANEOUS

6.1 Indemnification of Officers, Directors, Employees and Agents. The Corporation may indemnify Directors, officers, employees and agents of the Corporation to the extent permitted by, and in accordance with, the Act. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation against any liability asserted against the person or incurred by the person in any such capacity or arising out of the person's status as a Director, officer, employee or agent.

6.2 Books and Records. The Corporation shall keep and maintain, at its registered office or principal place of business: (i) correct and complete books and records of account; (ii) minutes of the proceedings of its Board of Directors and committees; and (iii) a record of the names and addresses of all members of the Board of Directors. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

6.3 Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

6.4 Contracts. The Board of Directors may authorize any officer or officer's agent or agents of the Corporation, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

6.5 Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by

the officer or officer's agent or agents of the Corporation as provided for in these Bylaws or in the manner determined by the Board of Directors.

6.6 Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in the banks, trust companies or other depositories selected by the Board of Directors.

6.7 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes of or for any special purpose of the Corporation.

6.8 Annual Financial Statements. The officers of the Corporation shall cause a balance sheet as of the closing date of the last fiscal year, together with a statement of income and expenditures for the year ending on that date, to be prepared and presented to the Directors at each annual meeting of the Board of Directors.

6.9 Fiscal Year. The fiscal year of the Corporation begins on the first day of January and ends on the last day of December each year, except that the first fiscal year will begin on the date of incorporation.

6.10 Regulation of Internal Affairs. The internal affairs of the Corporation are regulated as set forth in these Bylaws to the extent that these Bylaws are lawful under the Act. With respect to any matter not covered in these Bylaws, the provisions of the Act control so long as the Act is not inconsistent with the lawful provisions of these Bylaws.

6.11 Electronic Transmissions. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent the transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into a clearly legible and tangible form.

6.12 Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors of the Corporation at any regular or special meeting.

The undersigned, being the Secretary of the Corporation, does hereby certify that the foregoing Bylaws were duly adopted as the official Bylaws of the Corporation by unanimous consent of the Directors of the Corporation on the [] day of [], 20[].

CERTIFICATE
PURSUANT TO
IDAHO CODE SECTION 30-3-94(8)

[name of corporation] (the "Corporation"), a nonprofit corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, hereby amends in their entirety and restates the Articles of Incorporation ("Articles") of the Corporation. The amendments required approval by the members of the Corporation.

The Amended and Restated Articles of Incorporation were approved by the members of the Corporation in the manner required by Idaho Code Sections 30-3-91 and 30-3-94, at a meeting of members held on [_____] and called for that purpose. The Corporation has a single class of membership, consisting of [_____] members each having one vote for a total of [_____] votes; a total of [_____] votes were indisputably cast on the amendments. There were [_____] votes in favor of the amendments. The number of votes in favor of the amendments was sufficient for approval.

The Amended and Restated Articles of Incorporation of [name of corporation] are attached hereto and incorporated herein by reference.

[NAME OF CORPORATION]

By: _____
Its: _____

CONFLICT OF INTEREST POLICY

OF

[], INC.

1. PURPOSE

1.1 Purpose. The purpose of this Conflict of Interest Policy is to protect the interests of [], Inc., a tax-exempt organization (“Organization”), when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer or director of the Organization, or may result in a possible excess benefit transaction. This Policy is intended to supplement, but not replace, any state or federal law governing conflicts of interest applicable to nonprofit and charitable organizations.

2. DEFINITIONS

2.1. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(a) An ownership or investment interest in any entity with which the Organization enters a transaction or similar arrangement;

(b) A compensation arrangement with the Organization or with any entity or individual with which the Organization enters a transaction or similar arrangement; or

(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or similar arrangement.

Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3.2 below, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. PROCEDURES

3.1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

3.2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3.3. Procedures for Addressing the Conflict of Interest.

(a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest;

(b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement;

(c) After exercising due diligence, the governing board or committee shall determine whether the Organization may obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that will not give rise to a conflict of interest; and

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable.

In conformity with the above determinations, the governing board or committee shall make its decision as to whether to enter into the transaction or arrangement.

3.4. Violations of the Conflicts of Interest Policy.

(a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose; and

(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. RECORDS OF PROCEEDINGS

4.1. Recording Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

(a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed; and

(b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5. COMPENSATION

5.1. Compensation.

(a) A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation;

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation; and

(c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

6. ACKNOWLEDGEMENTS

6.1. Acknowledgements. Each director, principal officer and member of a committee with governing board delegated powers shall, upon appointment, sign an acknowledgement that affirms such person:

(a) Has received a copy of the Conflicts of Interest Policy;

(b) Has read and understands the Policy;

(c) Has agreed to comply with the Policy; and

(d) Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

7. PERIODIC REVIEWS

7.1. Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that may jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining;

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

8. USE OF OUTSIDE EXPERTS

8.1. Outside Experts. When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

CONFLICT OF INTEREST POLICY ACKNOWLEDGMENT

I, _____, have been elected or appointed to serve as a member of the Board of Directors or as an Officer, or have been hired as a staff person, for [], Inc., an Idaho nonprofit corporation and tax exempt organization. I have received, read and understand [] Inc.'s Conflict of Interest Policy and I agree to abide by its terms while I am a member of the Board of Directors or an Officer or an employee of [], Inc.

Name

Date

**THIRD PARTY DESIGNEE
STATEMENT OF AUTHORIZATION**

I am an authorized representative of [], Inc. I have read this statement and I understand and acknowledge that by signing this statement [], Inc. authorizes [] of the law firm [], as a third party designee, to apply online for and to receive an Employer Identification Number (“EIN”) for [], Inc., and to answer questions about completion of the IRS Form SS-4 used to obtain an EIN. I understand and acknowledge that the assigned EIN will be disclosed to this third party designee upon completion of the online application process. I understand that this third party designee’s authority with regard to obtaining an EIN will cease upon successfully completing this process and receiving the EIN.

[], **Inc.**, an Idaho
Nonprofit Corporation

Date

By: []
Its: []

**CONSENT MINUTES OF THE FIRST MEETING
OF THE BOARD OF DIRECTORS OF
[], INC.**

The undersigned, being all of the directors of [], Inc., an Idaho nonprofit corporation (the “Corporation” or the “Company”) hereby consent to the adoption of the following resolutions pursuant to section 30-3-75 of the Idaho Nonprofit Corporation Act to the same effect as if approved at a meeting of the Board of Directors of the Company, duly noticed and at which a quorum was present and acting throughout.

APPROVAL OF FILING OF ARTICLES OF INCORPORATION

RESOLVED, that the actions of the incorporator in executing and filing the Articles of Incorporation of the Corporation be and hereby are, in all respects approved, ratified and confirmed. The Articles of Incorporation of the Corporation, a copy of which are attached hereto, were filed with the Idaho Secretary of State on [], 2011.

APPROVAL OF BYLAWS

RESOLVED, that the Bylaws, a copy of which are attached hereto, are hereby approved and adopted as and for the Bylaws of this Corporation.

BOARD OF DIRECTORS

RESOLVED, that the Board of Directors shall consist of five (5) members. The initial Board of Directors is identified in the Articles of Incorporation.

SELECTION OF OFFICERS

RESOLVED, that the following are elected to serve in the office indicated opposite his or her name, to serve until his or her successor is elected and qualified.

President []

Vice President []

Secretary/Treasurer []

AUTHORIZATION OF PAYMENT

RESOLVED, that the Executive Director, President or Secretary of this Corporation are authorized and directed to procure all corporate books, books of account or other records required by the statutes of the state of Idaho or necessary or appropriate in connection with the business of this Corporation;

RESOLVED, that the President or Executive Director of this Corporation is authorized to pay all charges and expenses incident to or arising out of the organization of this Corporation, and to reimburse any person who has made any disbursements therefore.

LOCATION OF CORPORATION OFFICE

RESOLVED, that the registered office of the Corporation be established and maintained at [], and that the meetings of the Board of Directors from time to time may be held either at the registered office, or at such other place (which need not be in Idaho) as the Board of Directors shall from time to time order.

CORPORATE SEAL

RESOLVED, that the Corporation shall not utilize nor adopt a Corporate Seal and that the validity and enforceability of the Corporation's documents and agreements shall not as a result be diminished.

BANK ACCOUNTS

RESOLVED, the funds of this Corporation shall be deposited at any FDIC insured bank; and that the President or Treasurer of this Corporation be, and is hereby authorized and empowered to open and keep an account in the said bank, in the name of this Corporation, and to cause to be

deposited in said bank to the credit of this Corporation, any and all moneys, checks, notes, drafts, acceptances, or other evidences of indebtedness belonging to this Corporation, and that said bank be, and it is hereby authorized to make payments from the funds of this Corporation according to check or draft signed by the President or Treasurer of the Corporation, who are hereby authorized to sign, endorse, accept, make and execute any and all checks, notes, drafts and bills of exchange.

APPROVAL OF FILINGS WITH THE INTERNAL REVENUE SERVICE

RESOLVED, the Corporation will be required to file a Form 1023 and certain other documents with the Internal Revenue Service in order to obtain recognition of its tax-exempt status under section 501(c)(3) of the Internal Revenue Code; the Executive Director or President, and each of them, are hereby authorized and directed to prepare, execute and file a Form 1023 with the Internal Revenue Service and take such further action and prepare and execute such additional documents as may be necessary or appropriate to carry out the purposes of this resolution.

APPROVAL OF CONFLICT OF INTEREST POLICY

RESOLVED, the Corporation is required by the IRS to adopt a conflict of interest policy in order to obtain recognition of its tax-exempt status under section 501(c)(3) of the Internal Revenue Code; the Conflict of Interest Policy attached to these minutes is hereby adopted. The proper officers of the Corporation are hereby authorized and directed to take such further action and prepare and execute such additional documents as may be necessary or appropriate to implement this policy.

Effective as of the latest date set forth below:

Date of Signature: _____, 2014 _____
[Name], Director

**PLAN OF DISSOLUTION
OF
[], INC.**

This Plan of Dissolution (the “Plan”) is intended to accomplish the dissolution of and complete liquidation of the assets of [], Inc., an Idaho nonprofit Corporation (the “Corporation”).

1. Adoption of Plan. This Plan shall become effective as of the first date and time that this Plan and a written resolution providing for the voluntary dissolution of the Corporation pursuant to the Idaho Nonprofit Corporation Act, as amended (the “Act”), are adopted by the directors of the Corporation (the “Effective Date”).

2. Notice to Claimants. As promptly as practicable after the Effective Date, the Corporation shall cause written notice of its intention to dissolve to be sent by registered or certified mail to each known claimant against the Corporation, if any.

3. Sale of Assets. As promptly as practicable after the Effective Date, the Corporation shall sell or otherwise liquidate all of its remaining assets as or if necessary. The Executive Director and/or officers of the Corporation are expressly authorized to take into account the market conditions that may exist from time to time in determining when the sale or other liquidation of assets of the Corporation is practicable.

4. Payment of Obligations. As promptly as practicable after the Effective Date, the Corporation shall pay or make adequate provision for the payment of all known debts, obligations or liabilities of the Corporation.

5. Distribution of Assets. There being no conditions requiring return, transfer or conveyance upon dissolution, as promptly as practicable after the payment of all known debts, obligations, or liabilities of the Corporation (or the provision for such payment is made), the remaining assets of the Corporation, if any, shall be distributed only for tax exempt purposes to one or more organizations that are exempt under Section 501(c)(3), Internal Revenue Code of 1986, or its successor statute, as designated by the Board of Directors of the Corporation, or otherwise in accordance with the Act.

6. Dissolution. As promptly as practicable after the Effective Date, Articles of Dissolution of the Corporation and related required documents, if any, shall be filed with the Idaho Secretary of State of in accordance with the Act.

7. Termination and Winding Up of Business. From and after the Effective Date, the Corporation shall not engage in any business activity, except for operations and activities related to maintaining and preserving its assets pending the distribution of its assets pursuant to this Plan, and/or the Corporation’s Articles of Incorporation, the termination and winding-up of its affairs in an orderly manner, all in accordance with this Plan, the Act, or and applicable Idaho law.

8. Power of Officers and Executive Director. The officers and/or the Executive Director of the Corporation, or any of them, shall do all acts and things provided for in this Plan

and any and all other acts and things that they, or any of them, may deem necessary or advisable to effectuate the liquidation and dissolution of the Corporation and to carry out fully this Plan in accordance with the laws of the State of Idaho.

[], Secretary