

FILED EFFECTIVE

2011 DEC 27 PM 2:11

ARTICLES OF INCORPORATION

SECRETARY OF STATE
STATE OF IDAHO

of

MCCALL COLLEGE FOUNDATION, INC.

Pursuant to Idaho Code Sections 30-3-1, et. seq. (herein referred to as the "Idaho Nonprofit Corporations Act"), McCall College Foundation, Inc. (herein referred to as the "Corporation") hereby adopts the following of Articles of Incorporation

ARTICLE I - NAME

The name of this corporation is: McCall College Foundation, Inc.

ARTICLE II - PURPOSE

The Corporation is a nonprofit corporation established under the Idaho Nonprofit Corporation Act. The Corporation is organized and shall be operated exclusively for charitable, scientific, literary or educational purposes within the meaning of and pursuant to Section 501(c)(3) of, the Internal Revenue Code of 1986, as amended from time to time (hereinafter referred to as the "Code"). Specifically, the Corporation shall only engage in activities designed to support and benefit McCall College (hereinafter referred to as the "College"). Including, but not limited to, the following: (1) receiving contributions from donors desiring to support the educational mission and activities of the College; (2) holding, protecting, managing, and investing such funds (including maintaining and operating permanent endowment funds) for the benefit of the College; and (3) distributing funds from time to time in order to provide support to the College, including distributions for educational scholarships for students attending the College, as well as specific capital, educational or other projects as may be identified by the College.

ARTICLE III - TERM

The term of the Corporation is perpetual.

ARTICLE IV - POWERS

The Corporation shall have all powers provided for nonprofit corporations under the Idaho Nonprofit Corporations Act.

IDAHO SECRETARY OF STATE
12/27/2011 05:00
CK: CASH CT: 265319 BH: 1303205
I e 30.00 = 30.00 INC NONP # 2

C193201

ARTICLE V - REGISTERED AGENT AND ADDRESS

The registered agent, location and address of the registered and principal office of the Corporation is:

Agent: Wayne Chapman, 220-106 E. Park Street, McCall, Idaho.

ARTICLE VI- NO MEMBERS

The Corporation shall not have any members.

ARTICLE VII - BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors. The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the Board of Directors. The Corporation's Bylaws shall set forth provisions for the regulation of the internal affairs of the Corporation. The number of directors shall be fixed from time to time by the Bylaws, which number shall be no less than three (3). The name and address of the persons serving as the initial Board of Directors are:

- 1) Leslie Bryan Williams
902 Alpine Street
McCall, ID 83638
- 2) Dexter Berry Woodworth
507 N 3rd Street
McCall, ID 83638
- 3) David George Hanson
611 Pinedale Street
McCall, ID 83638

ARTICLE VIII - DISSOLUTION

Upon dissolution of the Corporation, all of the Corporation's assets shall be distributed to the College or its successor entity. If the College or a successor entity is not then in existence, or is not then an organization described in Section 501 (c)(3) of the Code, the assets of the Corporation shall, upon dissolution, be distributed to such one or more charitable organizations described in Sections 170(c)(2), 2055(a) and 2522(a) of the Code.

ARTICLE IX - LIMITATIONS

The property of the Corporation is irrevocably dedicated to charitable purposes as set forth above and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director or officer thereof or to the benefit of any private person, except that reasonable compensation may be paid for services rendered to the Corporation.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (1) by an organization exempt from federal income tax under Sections 501(a) and 501(c)(3) of the Code or (2) by an organization contributions to which are deductible under Section 170(c)(2) of the Code. 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 any candidate for public office.

If during any period the Corporation is a "private foundation" within the meaning of Section 509 of the Code, the Corporation shall distribute the income of the Corporation for such period at such time and in such manner as not to be subject to tax under Code Section 4942 and the Corporation shall not engage in any act of self-dealing (as defined in Code Section 4941 (d)), retain any excess business holdings (as defined in Code Section 4943)), make any investments referred to in Code Section 4944, or make any taxable expenditures (as defined in Code Section 4945(d)).

ARTICLE X - AMENDMENTS

Amendments to these Articles shall require the affirmative vote of two-thirds of the Board of Directors of the Corporation then in office.

CERTIFICATION

The undersigned incorporators of the Corporation certify that they have executed these Articles of Incorporation this 19 day of December, 2011

Name

Date

Leslie Bryan Williams

Dec 19, 2011

Leslie Bryan Williams

Dexter B. Woodworth

12/19/11

Dexter B. Woodworth

David George Hanson

12/19/2011

David George Hanson

STATE OF Idaho

County ss: Valley

On this 19th day of December, 2011

, before me,

Yolanda M. Thomas

a Notary Public in and for said county and state, personally appeared

Leslie Bryan Williams

Dexter B Woodworth

David George Hanson

known or proved to me to be the person(s) who executed the foregoing instrument, and acknowledged to me that he/she/they executed the same.

In witness whereof I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Yolanda M Thomas

Notary Public residing at: Cascade, ID
2/28/17

