

**FILED EFFECTIVE**ARTICLES OF INCORPORATION  
OF  
WOOD RIVER WOMEN'S FOUNDATION INC.

2015 DEC 30 PM 4: 15

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as the incorporators of an Idaho nonprofit corporation, adopt the following Articles of Incorporation ("Articles") for the corporation (the "Corporation").

- I. The name of the Corporation is the Wood River Women's Foundation Inc.
- II. The Corporation is a nonprofit corporation organized and operating under the Idaho Nonprofit Corporation Act, Idaho Code section 30-30-101, *et seq.* (the "Act"). All references to a code section include a reference to any amendment or successor legislation.
- III. The Corporation is organized to qualify as a tax exempt organization pursuant to the requirements of Internal Revenue Code ("IRC") section 501(c)(3). The Corporation shall have all of the powers granted nonprofit corporations under the Act and laws of the State of Idaho. However, notwithstanding anything in these Articles to the contrary, the Corporation shall exercise only those powers that further the tax exempt purposes of organization as set out in IRC section 501(c)(3).
- IV. The corporation shall have voting members ("Members") and establish criteria to become Members in its Bylaws.
- V. The primary purpose of the Corporation shall be dedicated to inspire and educate women to become leaders in philanthropy while bringing significant, positive change to the community by pooling and distributing its members' resources to tax-exempt charitable organizations as described by IRC section 501(c)(3), and to individuals as scholarships consistent with the requirements of the IRC and Treasury Regulations.
- VI. The management of the Corporation and of its affairs shall be vested in a Board of Directors (the "Board") consisting of no fewer than three (3) members as required by the Act. The number, qualifications, terms of office, manner of election, and powers and duties of the directors shall be fixed and may be altered from time to time, as to be provided for in the Corporation's Bylaws. The incorporators shall act in the capacity of directors of this Corporation, until the Members elect an initial Board.
- VII. The mailing address of the Corporation is: Wood River Women's Foundation Inc., P.O. Box 3686, Ketchum, Idaho 83340
- VIII. The names and mailing addresses of the incorporators are:  
directors  
Joanne Wetherell, PO Box 2205, Sun Valley, ID 83353  
Margery Friedlander, 116 Valley Club Dr., Hailey, ID 83333  
Elizabeth Mathieu, PO Box 2950, Hailey, ID 83333

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IX. The name and physical and mailing address of the initial registered agent is: Margery Friedlander, 116 Valley Club Drive, Hailey, Idaho 83333.

X. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to the Corporation's directors, officers, Members, volunteers or other private persons. 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 (a) by a Corporation exempt from federal income tax under IRC section 501 (c)(3), or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under IRC section 170 (c)(2).

XI. In the event of the dissolution or other termination of the Corporation, the balance of all money and other assets and property held or received by the Corporation from any source, after the payment of its debts and obligations, shall be distributed for one or more exempt purposes within the meaning of IRC section 501(c)(3), to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

#### CERTIFICATE OF ADOPTION

RESOLVED, the initial Members of Wood River Women's Foundation Inc., an Idaho nonprofit corporation, unanimously ratified and approved and adopted these Amended Articles effective 12/23, 2015.

WOOD RIVER WOMEN'S FOUNDATION INC.

By: Margery Friedlander  
Margery Friedlander, Incorporator and Registered Agent

By: Joanne Wetherell  
Joanne Wetherell, Incorporator

By: Elizabeth Mathieu  
Elizabeth Mathieu, Incorporator

IDAHO SECRETARY OF STATE

12/30/2015 05:00

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ARTICLES OF INCORPORATION OF WOOD RIVER WOMEN'S FOUNDATION INC. Page 2 of 2  
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