

ARTICLES OF INCORPORATION
(NON-PROFIT)

FILED EFFECTIVE

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OF

SECRETARY OF STATE
IDAHO

FAMILY ADVOCACY CENTER AND EDUCATION SERVICES, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is Family Advocacy Center and Education Services, Inc. ("Corporation").

ARTICLE II

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the Corporation is located at 200 W. Front Street, Room 3191, Boise, Idaho 83702-7300. The registered agent of the corporation at that address is Theodore E. Argyle.

ARTICLE III

INCORPORATOR

The name and address of the incorporator is Michael M. Stoddard, 877 Main Street, Suite 10000, P.O. Box 1617, Boise, Idaho 83701-1617.

ARTICLE IV

PURPOSE AND POWERS OF THE CORPORATION

The purposes for which the Corporation is formed are:

a. The Corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Its specific and primary purpose shall be to promote and facilitate victim rights through treatment care and the development of a justice center in Ada County, Idaho.

ARTICLES OF INCORPORATION OF FAMILY ADVOCACY CENTER
AND EDUCATION SERVICES, INC.- PAGE 1

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any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

b. The Corporation is organized as a non-profit corporation under the Idaho Nonprofit Corporation Act and is intended to have and to exercise any and all powers, rights and privileges that it by law may now or hereafter have or exercise.

Notwithstanding any of the above statements of purposes and powers, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the Corporation.

ARTICLE V

MEMBERSHIP

The Corporation shall have one class of members composed of those persons constituting the Board of Directors. A person that ceases to be a director for any reason shall simultaneously also cease to be a member. Whenever a person becomes a director as provided in these Articles or the Bylaws, such person shall simultaneously become a member.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Corporation shall initially be managed by a board of nine (9) directors (the “**Board**”) of whom eight (8) shall constitute the initial directors as identified herein. The ninth director shall be appointed by the Board as provided in the Articles and the Bylaws. The number of directors may be increased to a maximum of twenty (20) or decreased to a minimum of seven (7) as provided in the Bylaws. Unless increased or decreased as provided in the Bylaws, the nine directors shall be the persons holding the following positions: (1) the Ada County Prosecuting Attorney; (2) the Boise City Attorney; (3) one Ada County Commissioner to be selected by the Board of Ada County Commissioners; (4) the Region 4 CFS Program Manager for the Idaho Department of Health and Welfare; (5) the Administrator of the St. Luke’s Children’s Hospital; (6) the Saint Alphonsus Director of Women’s, Children’s and Oncology Services; (7) the Chief of the Boise City Police Department; (8) the Ada County Sheriff; and (9) a member of the victim advocate community chosen as provided in the Bylaws.

The initial directors of the Corporation and their addresses are as follows:

<u>Name</u>	<u>Address</u>
Greg H. Bower	Ada County Prosecutor's Office 200 West Front Street, Room 3191 Boise, ID 83702
Cary B. Colaianni	Boise City Attorney's Office Boise City Hall 150 N. Capitol Boulevard Boise, ID 83701
Judy Peavey-Derr	Ada County Commissioners' Office 200 West Front Street Boise, ID 83702
Kurt Lyles	Region 4 CFS Program Manager Idaho Department of Health & Welfare 1720 Westgate Drive, Suite D Boise, ID 83704
Dr. Jerry Hirschfeld	St. Luke's Children's Hospital 190 E. Bannock Street Boise, ID 83712
Karen Hodge	Saint Alphonsus Regional Medical Center 1055 North Curtis Rd Boise, ID 83706
Sheriff Gary Raney	Ada County Sheriff's Office 7200 Barrister Boise, ID 83704
Chief Michael Masterson	Boise City Police Department 7200 Barrister Boise, ID 83704

ARTICLE VII

DURATION

The Corporation shall exist perpetually.

ARTICLE VIII

DISSOLUTION

Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a non-profit fund, foundation or a corporation that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. Any 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 to one or more such organizations as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE IX

LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 in ARTICLE IV hereof. No substantial part of the activities of the Corporation shall be for 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. Notwithstanding any other provisions of these Articles, the Corporation 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 X

MANAGEMENT OF CORPORATION

The Board of Directors shall exercise all corporate powers of the Corporation and manage the affairs of the Corporation, including the hiring and termination of the Executive Director of the Corporation. The Executive Director is delegated the power and authority to manage the employees and day-to-day operations of the Corporation.


ARTICLE XI

BYLAWS AND ARTICLES

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws and these Articles by an affirmative vote of at least 75% of all Board members then in office.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Idaho, the undersigned, constituting the incorporator of this Corporation, has executed these Articles of Incorporation.

Dated: May 4, 2006



Michael M. Stoddard