

**FILED EFFECTIVE**

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SECTION  
SECRETARY OF STATE  
STATE OF IDAHO

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**IDAHO WOMEN LAWYERS, INC.**

Pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (the "Act"), Idaho Women Lawyers, Inc., a nonprofit corporation (the "Corporation") adopts the following Amended and Restated Articles of Incorporation (the "Articles").

**ARTICLE I  
NAME OF THE CORPORATION**

The name of the Corporation is Idaho Women Lawyers, Inc.

**ARTICLE II  
STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III  
PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The location of the Corporation is in the City of Boise, County of Ada, and in the State of Idaho. The address of the initial registered office is 101 South Capitol Boulevard, Suite 1900, Boise, Idaho, 83702 (Stoel Rives LLP), and the name of the initial registered agent at this address is Nicole Hancock.

**ARTICLE V  
PURPOSES**

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

- A. To operate as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, with the common business interest of advancing diversity in Idaho through the promotion of equal rights and opportunities for all women in the legal profession

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B. To exercise all powers granted by law necessary and proper to carry out the foregoing purpose, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

## **ARTICLE VI 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 above. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended from time to time.

## **ARTICLE VII MEMBERS**

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person who meets the criteria established by the Board of Directors in accordance with the Corporation's Bylaws may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

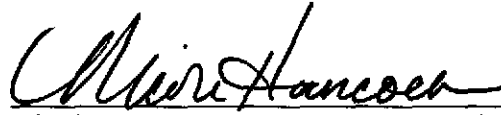
## **ARTICLE VIII MEMBERSHIP DUES**

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

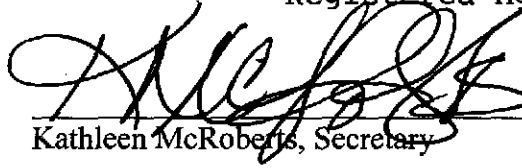
## **ARTICLE IX BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board shall be fixed in accordance with the Corporation's Bylaws, which number shall be no less than three. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing

DATED this 3rd day of April 2013.



Nicole C. Hancock, President, Board of Directors  
Registered Agent



Kathleen McRoberts, Secretary

IDAHO SECRETARY OF STATE  
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