

**ARTICLES OF INCORPORATION OF
PHOENIX RISING CHARITY, INC
A NONPROFIT CORPORATION**
(Organized under the Idaho Nonprofit Corporation Act)

ARTICLE I – NAME

The name of the nonprofit corporation shall be:

Phoenix Rising Charity, INC

ARTICLE II – DURATION

The duration of the corporation shall be **perpetual**, unless dissolved according to law.

ARTICLE III – PURPOSE

This Corporation is a nonprofit public benefit corporation and is not organized for private gain. It is organized under the Idaho Nonprofit Corporation Act for educational and charitable purposes.

The purpose of this organization is to:

- Sponsor or provide educational programs for abused or battered women,
- Sponsor or provide recovery programs for abused or battered women,
- Sponsor or provide training for self-defense for abused or battered women,
- Sponsor or provide financial support for life advancement services or programs,
- Sponsor or provide resources, equipment, and/or tools to support independence,
- Exercise any powers conferred pursuant to Idaho corporation laws for the accomplishment of any of the aforesaid purposes, to the extent such exercise of powers is not inconsistent with the public and/or charitable purposes of the corporation.

ARTICLE IV – CHARITABLE PURPOSE

This Corporation is organized and operated for public and charitable purposes within the meaning of Internal Revenue Code Section 501(c)(3).

ARTICLE V – REGISTERED OFFICE AND AGENT

The physical address of the registered office is:

**7804W Katsilometes Rd
Pocatello, Idaho 83204
Bannock County**

The name of the registered agent at that address is:

SueAnn Lee Spencer

ARTICLE VI – INCORPORATOR

The name and address of the incorporator of the corporation are:

SueAnn Lee Spencer
7804 W Katsilometes Rd
Pocatello, Idaho 83204

ARTICLE VII – NONPROFIT STATUS

No part of the net earnings 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 III**.

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:

1. by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or

2. by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE VIII – MEMBERSHIP

The corporation **shall not have members** as defined in the Idaho Nonprofit Corporation Act. Governance shall be exercised by the Board of Directors in accordance with the bylaws.

ARTICLE VIII – BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors. The number of directors shall be fixed by the bylaws of the corporation, but shall not be less than four (4) and no more than fifteen (15) directors. The names and addresses of the initial directors may be established in the bylaws or by resolution of the incorporator. Names and addresses of the Board of Directors will be in Appendix 1 of these Articles of Incorporation.

ARTICLE X – INDEMNIFICATION

To the fullest extent permitted by the Idaho Nonprofit Corporation Act, the corporation shall indemnify any person who serves or has served as a director, officer, employee, or agent of the corporation against any liability and expenses, including attorney's fees, reasonably incurred in connection with any legal action, suit, or proceeding arising out of such person's service to the corporation, provided such person acted in good faith and in a manner reasonably believed to be in the best interests of the corporation.

This indemnification shall not apply to matters arising from gross negligence, fraud, or willful misconduct. The corporation may purchase and maintain liability insurance to cover such individuals.

ARTICLE XI – LIMITATION OF LIABILITY

To the fullest extent permitted by the laws of the State of Idaho, no director or officer shall be personally liable to the corporation for monetary damages for conduct as a director or officer, provided that this provision shall not eliminate or limit the liability of a director or officer for acts or omissions that involve intentional misconduct, gross negligence, or a knowing violation of law.

ARTICLE XII – DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes.

ARTICLE XIII – AMENDMENTS

These Articles of Incorporation may be amended as provided by the Idaho Nonprofit Corporation Act and the bylaws of the corporation, upon approval by the Board of Directors.

ARTICLE XIII – LIABILITIES AND DEBTS – CORPORATION PROPERTY

The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever incur the benefit of any director or officer thereof or to the benefit of any private person. Upon the dissolution or winding up of the Corporation, its assets remaining after payment of all debts and liabilities shall be distributed to a nonprofit fund, foundation, or Corporation which is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Internal Revenue Code Section 501(c)(3).

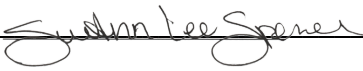
Neither Directors nor Officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE XV – EFFECTIVE DATE

These Articles of Incorporation shall be effective upon certification by the Idaho Secretary of State.

I SueAnn Lee Spencer

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinafter named, have executed these Articles of Incorporation updated on this 5th day of March, 2026.

SUEANN LEE SPENCER 
SueAnn Lee Spencer, Incorporator

Appendix 1

Board of Directors

- President Lewis Spencer _____
- Vice President Ethan Ennis _____
- Treasurer Shaley Brags _____
- Secretary Nikki Ennis _____
- Director Tyler Harrison _____
- Director Jade Watkins _____
- Director Shawn Hunter _____
- Director Steve Louie _____
- Director Hailey Gordon _____