

**ARTICLES OF INCORPORATION**  
**OF**  
**ROCK ON WHEELS, INC.**  
**A NON-PROFIT CORPORATION**

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the corporation is Rock on Wheels, Inc.

**ARTICLE II**

The period of its duration is perpetual.

**ARTICLE III**

The corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Internal Revenue Code 501(c)(3) and Regulation Section 1.501(c)(3)(d), as now or hereafter amended.

**ARTICLE IV**

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation.

2. No substantial part of the activities of the corporation shall constitute the carrying on or propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

3. Notwithstanding any other provision 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 of 1986, as now enacted or hereafter amended.

4. The corporation shall not lend any of its assets to any officer or director of this corporation, or guarantee to any person the payment of a loan by an officer or director of this corporation.

#### ARTICLE V

The corporation shall not have members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's bylaws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

#### ARTICLE VI

The address of the initial registered office of the corporation is 1404 W. Idaho St., #1 Boise, Idaho, 83702, and the name of its initial registered agent at such address is Jason G. Dykstra.

#### ARTICLE VII

The number of directors shall be at least three (3) but not more than twenty-one (21) as fixed by the Bylaws. The names and addresses of the persons constituting the initial Board of Directors of the corporation, who shall serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify, are:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Renee K. Vomocil	1404 W Idaho St, # 1 Boise ID 83702	President
David Hale	1402 W. Grove St. Boise ID 83702	Vice President
Krista K. McIntyre	101 S Capitol Blvd Ste. 1900 Boise ID 83702	Treasurer
Tara J. Flume	1404 W Idaho St, # 1 Boise ID 83702	Secretary

ARTICLE VIII

The name and address of the incorporator is:

Tara Flume  
1404 W Idaho St, #1  
Boise, ID 83702

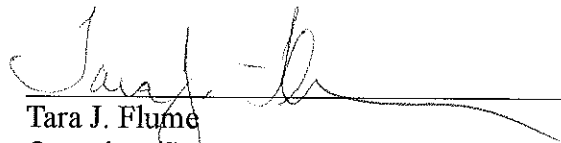
ARTICLE IX

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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.

ARTICLE X

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

DATED this 12<sup>th</sup> day of December, 2013.

  
Tara J. Flume  
Organizer/Secretary

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
ROCK ON WHEELS, INC.  
A NON-PROFIT CORPORATION**

**FILED EFFECTIVE**  
**2013 SEP 10 PM 2:42**  
**SECRETARY OF STATE**  
**STATE OF IDAHO**

The undersigned, acting as Secretary of a corporation under the Idaho Business Corporation Act, adopts the following Amended and Restated Articles of Incorporation for such corporation:

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The name of the corporation is Rock on Wheels, Inc.

**ARTICLE II**

The period of its duration is perpetual.

**ARTICLE III**

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2. No substantial part of the activities of the corporation shall constitute the carrying on or propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

IDAHO SECRETARY OF STATE  
09/11/2013 05:00  
CK: 1545238 CT: 172099 BH: 1309519  
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3. Notwithstanding any other provision 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 of 1986, as now enacted or hereafter amended.

4. The corporation shall not lend any of its assets to any officer or director of this corporation, or guarantee to any person the payment of a loan by an officer or director of this corporation.

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Krista K. McIntyre	101 S Capitol Blvd Ste. 1900 Boise ID 83702	Treasurer
Tara J. Flume	1404 W Idaho St, # 1 Boise ID 83702	Secretary

#### ARTICLE VIII

The name and address of the incorporator is:

Tara Flume  
1404 W Idaho St, #1  
Boise, ID 83702

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#### ARTICLE X

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

#### ARTICLE XI

These Amended and Restated Articles of Incorporation were adopted by a unanimous vote of the Directors named herein on September 10, 2013.

DATED this 10<sup>th</sup> day of September, 2013.

  
Tara J. Flume  
Organizer/Secretary