

SEVENTH AMENDED AND COMPLETELY RESTATED

ARTICLES OF INCORPORATION

OF

IDAHO COUNSELING ASSOCIATION, INC.

The undersigned, authorized to act on behalf of the Idaho Counseling Association, Inc. (“Non-profit corporation”), which is organized pursuant to and subject to the Idaho Nonprofit Corporation Act; Chapter 30, Title 30, Idaho Code, adopts the following Seventh Amended and Completely Restated Articles of Incorporation (“Articles”) for the Non-profit corporation.

ARTICLE I. NAME

The name of the Non-profit corporation is: Idaho Counseling Association, Inc.; (also referred to within these Articles as the (“Idaho Counseling Association”).

ARTICLE II. NONPROFIT STATUS

The Non-profit corporation is an Idaho non-profit corporation.

ARTICLE III. PERIOD OF DURATION

The period of duration of the Non-profit corporation is perpetual.

ARTICLE IV. PURPOSES

The purposes for which the Non-profit corporation is organized and will be operated are as follows:

- a) To unite in one organization all persons engaged in or interested in any phase of professional counseling in the State of Idaho.
- b) To maintain professional standards in the field of professional counseling in the State of Idaho.
- c) To encourage further development of professional counseling programs and services through the State of Idaho.
- d) To conduct activities designated to promote, in the State of Idaho, the professional growth of counselors.
- e) To coordinate professional counseling and services in the State of Idaho, functioning through either public or private agencies.

- f) To inform and educate the Members and the public concerning policy that affects professional counseling services in the State of Idaho.
- g) To align with, though not required to be identical with, the purposes of the American Counseling Association.
- h) The Non-profit corporation's activities and the furthering of its enumerated purposes shall be strictly limited in a manner that results in the Non-profit corporation's actions being exclusively non-profit in nature as defined by Section 501(c)(6) of the Internal Revenue Code and shall not be extended to any other purpose.

ARTICLE V. POWERS

To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, 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 or permit the Non-profit corporation to carry on any business for profit, to exercise any power, or to do any act that a Non-profit corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do. Notwithstanding any other provisions of these Articles, the Non-profit 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)(6) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VI. LIMITATIONS

No part of the net earnings or the assets of the Non-profit corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Non-profit 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 of these Articles.

ARTICLE VII. MEMBERSHIP

The Non-profit corporation may have members ("Members") and is authorized to issue one voting membership to each Member of the Non-profit corporation. The criteria, procedures, and dues shall be governed by the Bylaws of the Non-profit corporation.

ARTICLE VIII. BOARD OF DIRECTORS

The number of Directors of the Non-profit corporation and their terms of office shall be as specified in the Bylaws. The current Board of Directors is as follows:

NAME OF DIRECTOR	ADDRESS OF DIRECTOR
STEFANIE SHERMAN, President	P.O. BOX 1426 BOISE, IDAHO 83701-1426
LIANNA ERICKSON-TREMBATH, Past President	P.O. BOX 1426 BOISE, IDAHO 83701-1426
LYDIA MISSAL, President-Elect	P.O. BOX 1426 BOISE, IDAHO 83701-1426
ANNA BAIRD, Treasurer	P.O. BOX 1426 BOISE, IDAHO 83701-1426
KRISTA DOUBLEDAY, Secretary	P.O. BOX 1426 BOISE, IDAHO 83701-1426
ALICIA FARINA, Graduate Student Representative	P.O. BOX 1426 BOISE, ID 83701-1426
JACQ LANDA HERRING, Executive Director	P.O. BOX 1426 BOISE, IDAHO 83701-1426

ARTICLE IX. DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Non-profit corporation, the board of directors, shall, after paying or making provision for the payment of all liabilities of the Non-profit corporation, distribute all of the assets of the Non-profit corporation consistent with the purposes of the Non-profit corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended from time to time, in such a manner as the board of directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Non-profit corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Non-profit corporation.

ARTICLE X. BYLAWS

Provisions for the regulation of the internal affairs of the Non-profit corporation shall be set forth in the bylaws of the Non-profit corporation ("Bylaws").

ARTICLE XI. AMENDMENT

The Articles may be amended in writing after an affirmative vote by a majority of the board of directors of the Non-profit corporation so long as the amendment does not relate to (1) the number of directors, (2) the composition of directors, (3) the term of office of directors, or (4) the method or way in which directors are elected or selected ("Director Amendments"). For all amendments other than Director Amendments, the Articles may be amended at any regular or special meeting after an affirmative vote by two-thirds (2/3) of the Members attending the meeting. Such notice for a meeting that includes voting on an amendment to the Articles must notify the Members that a vote on amending the Articles will take place at the meeting and shall state the intended amendments to the Articles.

ARTICLE XII. NOTICES

Notices required by the Bylaws or the Articles shall be deemed delivered when sent to the "Address" provided to the Non-profit corporation by each individual Member. For the purpose of membership, each member is required to provide a working email address; and therefore, the term "Address" shall refer to an email address. The Non-profit is not obligated to seek out and confirm current addresses for each Member; it is the responsibility of each Member to confirm that the Non-profit corporation has the Member's correct and current contact information.

ARTICLE XIII. ADDRESS OF NON-PROFIT CORPORATION

The current address of the Non-profit corporation is P.O. Box 1426, Boise, Idaho 83701-1426.

ARTICLE XIV. REGISTERED AGENT OF THE NON-PROFIT CORPORATION

The current registered agent for the Non-profit corporation is Jacquelin L. Herring, whose address is 4001 W. Catalina Rd., Boise, Idaho 83705, and whose mailing address is P.O. Box 1426, Boise, Idaho 83701-1426.

ARTICLE XV. CERTIFICATION OF VOTE

The undersigned certifies that this amendment to the Articles required a vote of the Members. At the time of the vote on this amendment there were 542 ICA MEMBERS entitled to vote on this amendment, and 14 Members voted on the this amendment. The total number of undisputed votes in favor of this amendment was 13; which is sufficient for approval of this amendment.

ARTICLE XVI. EFFECTIVE DATE AND AUTHORIZATION TO FILE WITH THE
SECRETARY OF STATE

These Articles are effective starting the date that the Articles were approved by the Members on the 18th day of July, 2023, and the Non-profit corporation has authorized the undersigned to execute the Articles on its behalf and to file the executed Articles with the Idaho Secretary of State.

IN WITNESS WHEREOF, the undersigned, executed these Articles on behalf of and as authorized by the Non-profit corporation on the 7th day of September, 2023.



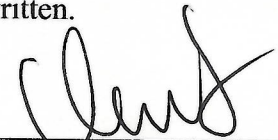
Jacquelin L. Herring, Director

STATE OF IDAHO)
) ss.
County of Ada)

On this 7th day of September, 2023, before me Kathryn Van Sickle a notary public, personally appeared JACQUELIN L. HERRING, known or identified to me to be the persons whose name are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.





NOTARY PUBLIC FOR IDAHO
Residing at 27705 Vista Ave, Boise, ID 83705
My Commission Expires 10-07-28