

## ARTICLES OF INCORPORATION OF THE ASSOCIATION OF KNITWEAR DESIGNERS, INC.

The undersigned, acting as the incorporator of a corporation under the Not for Profit Corporation Act of the State of Idaho, adopt the following articles of incorporation for this corporation:

### ARTICLE I

The name of the corporation is the Association of Knitwear Designers, Inc.

### ARTICLE II

The period of duration of the Association of Knitwear Designers, Inc. is perpetual.

### ARTICLE III

The Association of Knitwear Designers, Inc. is organized exclusively for professional and educational purposes of the membership.

No part of the net earnings of the Association of Knitwear Designers, Inc. shall inure to the benefit of any member, trustee, officer of the Association of Knitwear Designers, Inc., or any private individual, except that reasonable compensation may be paid for services rendered to or for the Association of Knitwear Designers, Inc. affecting one or more of its purposes. No member, trustee, officer of the Association of Knitwear Designers, Inc., or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Association of Knitwear Designers, Inc. No substantial part of the activities of the Association of Knitwear Designers, Inc. shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Association of Knitwear Designers, Inc. shall not participate in or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Association of Knitwear Designers, Inc. or the winding up of its affairs, the assets of the Association of Knitwear Designers, Inc. shall be distributed exclusively to one or more charitable or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or 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 appropriate court of the county in which the principal office of the Association of Knitwear Designers, Inc. is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

### ARTICLE IV

The qualifications for members and the manner of their admissions shall be regulated by the Bylaws and the Standing Rules of the Association of Knitwear Designers, Inc.

### ARTICLE V

The initial street address in the state of Idaho of the initial registered office of the Association of Knitwear Designers, Inc. is 2814 Tartan Place, Boise, ID 83702-1429 and the name of the initial registered agent at such address is Myrna A.I. Stahman.

ARTICLE V

The territory in which the operations of the Association of Knitwear Designers, Inc. are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Association of Knitwear Designers, Inc. shall not be limited to such territory.

ARTICLE VII

The initial board of directors shall consist of at least three (3) members, who need not be residents of the state of Idaho.

ARTICLE VIII

The names and addresses of the persons who shall serve as directors until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows: Diane Zangl, W3090 County Road Y, Lomira, WI 53048; Carole Kuhn, 1237 Deerfield Circle, Hamilton, Ohio 45013; Shirley MacNulty, 104 Travelers Court, Wilmington, NC 20412; Kennita Tully, 7105 Chinkapin Circle, Manhattan, KS 66502; Jill Wolcott, 4532 17<sup>th</sup> Street, San Francisco, CA 94114; and Myrna A.I. Stahman, 2814 Tartan Place, Boise, ID 83702.

ARTICLE IX

The name and address of the initial incorporator is Myrna A.I. Stahman, 2814 Tartan Place, Boise, ID 83702.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation at Boise, Idaho on September 26, 2007.

\_\_\_\_\_  
Myrna A.I. Stahman  
2814 Tartan Place  
Boise, ID 83702-1429

STATE OF IDAHO  
COUNTY OF ADA

The foregoing instrument was acknowledged before me this 26th day of September, 2007.

\_\_\_\_\_  
Notary Public (SEAL)  
State of Idaho  
My Commission Expires \_\_\_\_\_