

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

SPECIAL SMILES FOUNDATION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of SPECIAL SMILES FOUNDATION, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated November 25, 19 87



Pete T. Cenarrusa
SECRETARY OF STATE

Sandra M. Hawley
Corporation Clerk

ARTICLES OF INCORPORATION
OF
SPECIAL SMILES FOUNDATION, INC.

Nov 25 3 02 PM '07
SECRETARY OF STATE

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

FIRST: The name of the corporation is SPECIAL SMILES FOUNDATION, INC.

SECOND: The corporation is a nonprofit corporation.

THIRD: The period of its duration is perpetual.

FOURTH: This corporation is organized for the following purposes:

A. To establish and maintain a retreat facility within a 120-mile radius of Boise, Idaho, for the use and benefit of children, ages seven through seventeen, who have been diagnosed at any time during their lives as having cancer; to provide said children with an opportunity to attend periodically-scheduled weekend retreats at the retreat facility, free of charge, where the children may be accompanied by parents, siblings, and/or guests, and may participate in individual and group recreational programs and activities, such as fishing, hiking, cross-country skiing, horseback riding, etc.; to provide a support staff for the operation of said facility programs and activities, including, but not limited to, such medically-trained personnel as are necessary to provide for the safety and comfort of attending children.

B. To engage in any activity incidental or necessary to the attainment of the purposes of this corporation.

C. To engage in any or all lawful purposes for which a corporation may be incorporated under the Idaho Nonprofit Corporation Act.

This corporation is organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by any organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

FIFTH: The corporation shall have members with eligibility requirements and rights of membership as set forth in the Bylaws.

SIXTH: The location of the initial registered office of the corporation is 2909 Clark, Boise, ID 83705, and the name of its initial registered agent at such address is Norm Faltinson.

SEVENTH: The number of directors constituting the initial Board of Directors shall be no less than three (3) and no more than fifteen (15), and the names and addresses of the persons who are to serve until the first annual meeting of the members and until their successors are elected and qualified are:

| <u>Name:</u> | <u>Address:</u> |
|--------------------|------------------------------------|
| Norm Faltinson | 2909 Clark Boise, ID 83705 |
| Mike Clune | 1700 Londoner Boise, ID 83706 |
| Cordelia Persigehl | 2213 West State Boise, ID 83702 |
| Mike Schroeder | 4698 N. Anchor Boise, ID 83703 |
| Janis Cantrell | 11016 Rentzel Boise, ID 83709 |

EIGHTH: The name and address of the incorporator are as follows:

Norm Faltinson
2909 Clark
Boise, ID 83705

NINTH: The Board of Directors is expressly authorized to alter, amend, and repeal the Bylaws of the corporation and to adopt new Bylaws, subject to repeal or change by a majority vote of the members.

TENTH: Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal the 13 day of November, 1987.



NORM FALTINSON