

CERTIFICATE OF INCORPORATION
OF

HOLY ROSARY SCHOOL ENDOWMENT FOUNDATION, INC.

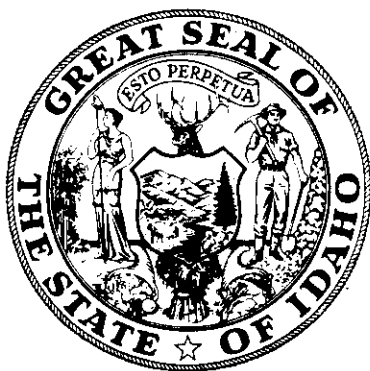
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

HOLY ROSARY SCHOOL ENDOWMENT FOUNDATION, INC.

duly signed pursuant to the provisions of the Idaho Business 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: **May 23, 1984.**



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
HOLY ROSARY SCHOOL ENDOWMENT FOUNDATION, INC.
an Idaho Non-Profit Corporation

The undersigned, each of whom are of legal age and citizens of the United States of America, have this day voluntarily associated themselves together for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Idaho, including I.C. §30-301, et seq.

ARTICLE I

The name of this non-profit corporation is " Holy Rosary School Endowment Foundation, Inc.". This corporation is not organized for pecuniary profit and this corporation is hereby designated to be a non-profit corporation.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation is organized and shall be operated exclusively for educational, charitable and religious

purposes, and subject to this limitation, the purposes and powers of the corporation shall be as follows:

(1) Primarily to stimulate the interest of students, faculty, alumni and friends of Holy Rosary School, or its successor, if ever one there be, in its development of educational programs, and secondarily to stimulate the interests of students, faculty, alumni and friends in the development of educational programs at any other educational institution, non-profit trust or foundation, corporation or entity having as its purpose, the assistance or furtherance of education or charity, principally in southeastern Idaho.

(2) To assist in the public relations of Holy Rosary School, or its successor, or any other recipient of assistance from this foundation.

(3) Primarily to contribute to Holy Rosary School, Idaho Falls, Idaho or its successor, and secondarily to any other educational or charitable program referred to in Article III(1) by disbursing as permitted, income from such property as the corporation may from time to time own, exclusively for educational, charitable and religious purposes, including but not limited to, the

specific purpose of paying tuition or other educational assistance, regardless of race, sex, color or creed.

(4) Generally, the corporation may have and exercise all such powers as are by law confirmed upon such corporations of like character, and in carrying out the purpose of the corporation, may do any and all things necessary thereto and may exercise any and all powers not prohibited by law, and not prohibited to non-profit corporations.

(5) Without limitation to the foregoing, and carrying out its purpose, the corporation may acquire title and hold title to such real and personal property as may be necessary or desirable to carry out its purposes and may manage, operate or sell any real or personal property given to, devised to or acquired by the corporation.

(6) As a limitation on the foregoing, the principal of the foundation is not to be disbursed, except to pay administrative and other costs incurred by the corporation in carrying out its foregoing purposes and powers.

ARTICLE IV

The registered agent of this corporation is hereby designated as Reverend William Gould, Pastor, Holy Rosary R. C. Church, and the registered office of this corporation is hereby designated as 228 Ninth Street, Idaho Falls, Idaho, which address is the business office of the registered agent designated as above set forth.

ARTICLE V

Any person shall be eligible for membership in this corporation upon affirmative action of the Board of Directors as provided in the Bylaws. The corporation shall have one class of membership and shall issue to each member a certificate of membership, membership card or other instrument evidencing membership rights. Each member shall be entitled to one vote and shall have equal rights and interests in this corporation. The voting power of every member of this corporation shall be equal to the voting power of every other member thereof. Membership in the corporation shall terminate as provided for in the Bylaws.

ARTICLE VI

The affairs of this Corporation shall be managed by a Board of Directors, each of whom shall be a member of this Corporation. The number of Directors constituting the initial Board of Directors of this non-profit Corporation is nine, and their names and addresses are as follows:

1. Joseph W. Henscheid
Rt 5, Box 176-B
Idaho Falls, Idaho
2. Joan Drexler
1893 Melody Drive
Idaho Falls, Idaho
3. Thomas Lloyd
1890 Melody Drive
Idaho Falls, Idaho
4. Robert Anderl
694 E. 15th
Idaho Falls, Idaho
5. Marc J. Weinpel
900 Koster Avenue
Idaho Falls, Idaho
6. Joan Hahn
1071 E. 25th Street
Idaho Falls, Idaho
7. Rev. William Gould
228 Ninth Street
Idaho Falls, Idaho

8. Sr. Catherine Kamphaus
161 Ninth Street
Idaho Falls, Idaho
9. Gerald Gibeault
360 W. 15th Street
Idaho Falls, Idaho

The qualifications or classification of Directors of this Corporation shall be prescribed as provided for in the By-Laws of this Corporation.

ARTICLE VII

The members of this Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation, nor shall their property be subject thereto.

ARTICLE VIII

No member, Director or officer of this corporation shall receive any portion of the income of this corporation, but the foregoing shall not bar such person from receiving payments for services actually rendered, materials furnished, actual expenses incurred or money loaned to the corporation and each member agrees that all funds of this corporation shall be used solely and exclusively to carry out the objectives of this corporation.

ARTICLE IX

The officers of the corporation shall be President, Vice-President, Secretary and Treasurer, and such other offices as the Board of Directors shall deem necessary. Each of the officers shall have such powers as are conferred by the Bylaws of the corporation. Officers shall be chosen in accordance with provisions stated in the Bylaws.

ARTICLE X

In the event of a dissolution of the corporation, the disposal of assets or property shall be determined at the time of such dissolution in the manner provided by Idaho Law. Provided, however, that assets or property may be transferred only to another non-profit corporation duly qualified under the regulations of §501(c)(3), Internal Revenue Code, having objectives or purposes similar to those of this corporation, or to a public agency or to another non-profit corporation duly qualified under the regulations of §501(c)(3), Internal Revenue Code. So long as the Roman Catholic Diocese of Boise shall be qualified under §501(c)(3) of the Internal Revenue Code, the assets or property shall be distributed thereto in the event of dissolution of this corporation for the use of Holy Rosary Parish, Idaho Falls, Idaho.

Provided, further, that in the event of dissolution, no property shall be distributed to the members either for reimbursement for any sums subscribed, donated or contributed by such member, or for any other such purpose, it being the intent that in the dissolution of this corporation, or upon its ceasing to carry out the objects and purposes herein set forth, the property and assets then owned by the corporation shall be devoted to the carrying on of the functions and purposes of this corporation.

ARTICLE XI

The Board of Directors shall have the right to make and amend Bylaws, not inconsistent with any existing law and not inconsistent with these Articles of Incorporation, for the government of the affairs of the corporation and the management of its properties.

ARTICLE XII

An annual meeting of the membership of the corporation shall be held upon a date provided for in the Bylaws of this corporation in the manner therein prescribed.

ARTICLE XIII

These Articles may be amended by majority vote, in person or by proxy, of those members present at a meeting of the membership duly called for that purpose and to which a quorum is present.

ARTICLE XIV

The names and addresses of the incorporators are as follows:

Rev. William Gould
228 Ninth Street
Idaho Falls, ID 83401

Sr. Catherine Kamphaus
161 Ninth Street
Idaho Falls, ID 83401

IN WITNESS WHEREOF, we have executed these Articles on this 30th day of April, 1984, at Idaho Falls, Idaho.

William Gould
Rev. William Gould

Sister Catherine Kamphaus
Sr. Catherine Kamphaus