

AMENDED AND RESTATED

FILED/EFFECTIVE

ARTICLES OF INCORPORATION

OF

BOISE PUBLIC SCHOOLS EDUCATION FOUNDATION

MAY 23 09:00 AM '01
IDAH0 SECRETARY OF STATE
05/24/2001 09:00 AM
CX: 5208 CT: 2033 BH: 390036
10 30.00 = 30.00 MON MAY 21 10:30 AM '01

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, President and Secretary of Boise Public Schools Education Foundation, Inc., an Idaho non-profit corporation ("Corporation"), do, for they purpose of restating and amending the Articles of Incorporation ("Articles") of the Corporation, state as follows:

ARTICLE I NAME

The name of the Corporation is "BOISE PUBLIC SCHOOLS EDUCATION FOUNDATION, INC."

ARTICLE II NONPROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE III PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE V REGISTERED OFFICE AND AGENT

The location of the Corporation is the City of Boise, County of Ada, State of Idaho. The address of the registered office is 1207 West Fort Street, Boise, Idaho, 83702, and the name of the registered agent at this address is Tama Everett.

ARTICLE VI PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

- A. To establish, maintain, supplement and augment educational programs offered through or in conjunction with The Independent School District of Boise City #1, located in Boise, Ada County, Idaho, and any other lawful activity, none of which is for profit, for which corporations may be organized.

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- B. To support educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under Section 501 (c)(3).
- C. 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 and property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Idaho NonProfit Corporation Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VII LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons except that the 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 V hereof. No substantial part of the activities of the Corporation shall be for carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions 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 amended from time to time.

ARTICLE VIII NO MEMBERS

The Corporation shall have no members.

ARTICLE IX BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the bylaws of the Corporation.

ARTICLE X DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under

Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such 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 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 Corporation.

ARTICLE XI INCORPORATORS

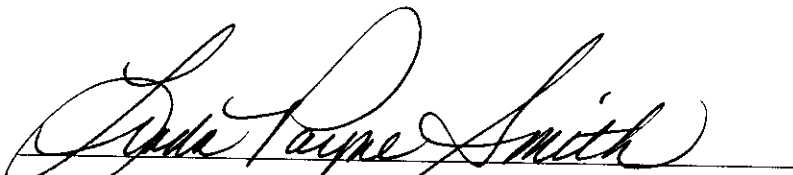
The name and street address of each incorporator and each initial member of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
1. Marilee Gross	3001 S. Roosevelt, #9 Hillcrest Place, Boise, Idaho 83705
2. David H. Hawk	7273 Snohomish, Boise, Idaho 83709
3. Barney C. Parker	931 Argyll, Boise, Idaho 83702


ARTICLES XII BYLAWS

Provisions for the regulations of the internal affairs of the Corporation shall be set forth in the Bylaws.

The undersigned do state that the Amended and Restated Articles of Incorporation, as herein set forth, was adopted on this 27 day of April, 2001, by a majority of the Board of Directors of the Corporation, who under the existing Articles of Incorporation, are members of the corporation, in accordance with Sections 3-30-93 and 3-30-94, Idaho Code. Of the 37 eligible Voting Directors/Members, 25 voted to adopt the Restated Articles of Incorporation; none voted against.



President of the Boise Public Schools Education Foundation, Inc.

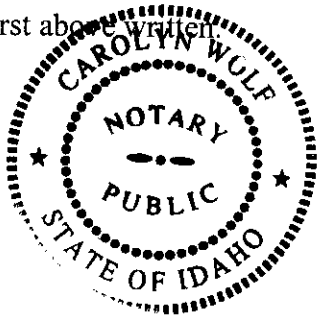


Secretary of the Boise Public Schools Education Foundation, Inc.

STATE OF IDAHO)
): ss.
COUNTY OF ADA)
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On this 27th day of April, 2001, before me the undersigned, a Notary Public in and for the State of Idaho, Linda Payne Smith, President and Wayne Schneider, Secretary of the Boise Public Schools Education Foundation known to me to be the persons whose names are subscribed to the within instrument and acknowledged 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.



Carolyn Wolf
Notary Public for Idaho
Residing at Boise, Idaho