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SECRETARY OF STATE  
STATE OF IDAHO

**RESTATED ARTICLES OF INCORPORATION  
OF**

**REXBURG CHILDREN'S MUSEUM, INC.**

The following Restated Articles of Incorporation are adopted pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, by all three existing Directors of the Nonprofit Corporation, incorporated on April 9, 2003, under the name of Rexburg Children's Museum, Inc. (which has no members) and wholly amend and restate the previous Articles of Incorporation, in accordance with Idaho Code 30-3-94, as follows:

**ARTICLE I  
NAME OF THE CORPORATION**

The name of the Corporation is Rexburg Children's Museum, Inc.

**ARTICLE II  
STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III  
PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

ARTICLES - 1  
July 9, 2003

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**ARTICLE IV**  
**REGISTERED OFFICE AND AGENT**

The location of the Corporation is in the City of Rexburg, County of Madison, and in the State of Idaho. The address of the initial registered office is 521 Park Street, Rexburg, Idaho, and the name of the initial registered agent at this address is Stephen K. George.

**ARTICLE V**  
**PURPOSES**

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

A. To create, establish, and operate a children's museum that will provide an interactive, explorative learning experience for children from a unique Idaho perspective. The exhibits, programs, and demonstrations for Rexburg Children's Museum will emphasize hands-on learning, tolerance for others, and the promotion of self-respect in children.

B. Charitable, religious, educational, or scientific 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 such 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, 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 Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

## **ARTICLE VI LIMITATIONS**

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 the 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 VII NO MEMBERS**

The corporation shall not have any members.

**ARTICLE VIII**  
**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, which number shall be no less than three. *[Each Director of the Corporation shall, at all times, be a member of the Corporation.]* Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the *[members]* or *[existing Directors]* of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Stephen K. George	521 Park Street Rexburg, Idaho 83440
Rebecca R. George	521 Park Street Rexburg, Idaho 83440
Carrie B. Shiley	511 Park Street Rexburg, Idaho 83440

**ARTICLE IX**  
**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.] or [. In doing so, the Board of Directors shall distribute such assets among so many of the following nonprofit 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.[list names/]* 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 X INCORPORATOR**

The name and street address of the incorporator is Stephen K. George, 521 Park Street, Rexburg, Idaho 83440.

## **ARTICLE XI BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

## CERTIFICATE


STATE OF IDAHO, )

SS

County of Madison. )

Stephen K. George, Rebecca R. George, and Carrie B. Shiley, being each first duly sworn, each certifies under oath, as follows:

1. We are the three directors of an Idaho Nonprofit corporation.
2. The Articles of Incorporation made no provision for Members and the corporation has no Members. The corporation has been and is managed by three directors whose names and addresses are set forth in the foregoing Restated Articles of Incorporation. At a duly called meeting held on July 9, 2003, the three directors unanimously approved the Restated Articles of Incorporation set forth above.
3. There is no other person required to approve the Restated Articles of Incorporation to enable the adoption thereof.
4. Request is made that the Restated Articles of Incorporation be accepted and filed.

  
Stephen K. George, Director

Rebecca R. George, Director

Carrie B. Shiley, Director

Subscribed and sworn to before me this 10<sup>th</sup> day of July, 2003.

Notary Public of Idaho

Residing at: Rexburg  
My Commission expires: 7/7/09

