

State of Idaho

Department of State

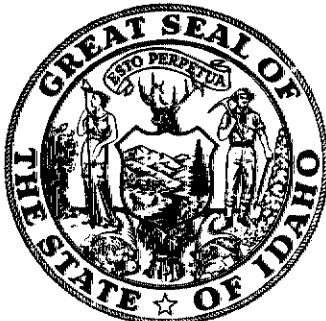
CERTIFICATE OF INCORPORATION OF

PATHWAYS, INC.
File number C 109733

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 PATHWAYS, 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: March 10, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Wes Sisk*

**ARTICLES OF INCORPORATION
OF
PATHWAYS, INC.**

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The undersigned, for the purpose of forming a corporation under the provisions of the Idaho Nonprofit Corporation Act, Title 30, Chapter 3, *et seq.*, to be consistent with the provisions of Section 501(c)(3) of the United States Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law (herein "Code"), hereby adopt the following Articles of Incorporation:

ARTICLE I.

NAME

The name of this Corporation shall be "PATHWAYS, INC."

ARTICLE II.

PERIOD OF DURATION

The period of duration of this Corporation shall be perpetual.

ARTICLE III.

PURPOSES

1. This Corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The Corporation shall have all powers conferred by the laws of the state of Idaho on nonprofit corporations, consistent with its qualification under Section 501(c)(3) of the Code.

2. No part of the assets or net earnings of this Corporation shall inure to the benefit of or be distributable to its officers, directors, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and make payments and distributions in furtherance of its purposes as set forth herein. No part of the Corporation's activities shall be or consist of carrying on political propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office, including the publishing or distribution of statements.

3. In any year when the Corporation is not exempt from the rules imposed upon private foundations by the Code, the Corporation:

(1) Shall distribute such amounts for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(2) Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(3) Shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(4) Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(5) Shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

4. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by:

(a) An organization exempt under Section 501(c)(3) of the Code; or

(b) An organization, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV.

MEMBERSHIP

The Corporation shall have no members. It shall exist as a nonmembership Corporation.

ARTICLE V.

REGISTERED OFFICE AND AGENT

The registered agent of this Corporation and the street address of the registered office of this Corporation are as follows:

Registered Agent

Registered Office Address

Lawrence V. Russell

509 Shore Pines Drive
Post Falls, Idaho 83854

ARTICLE VI.
DIRECTORS

1. The number of directors of this Corporation shall be fixed in the Bylaws and may be changed from time to time by amending the Bylaws.
2. The names and addresses of the initial directors of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Lawrence V. Russell	509 Shore Pines Drive Post Falls, Idaho 83854
Marilyn R. Russell	509 Shore Pines Drive Post Falls, Idaho 83854
Paul Solamito	2414 North 4th Street Coeur d'Alene, Idaho 83814
Marilyn A. Solamito	2414 North 4th Street Coeur d'Alene, Idaho 83814

ARTICLE VII.
INDEMNIFICATION

The Corporation shall provide any indemnification required by the Idaho Non-profit Corporation Act and shall indemnify directors, officers, agents, and employees as follows:

1. The Corporation shall indemnify its officers and directors to the full extent required or permitted by the Idaho Nonprofit Corporation Act now or hereafter in force, whether they are serving the Corporation or, at its request, any other entity, as an officer, director, or in any other capacity; provided no such indemnity shall indemnify any director from or on account of any (i) acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law; (ii) any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property, or services to which the director was not legally entitled.
2. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, or contracts implementing such provi-

sions, including but not limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made, or such further indemnification agreements as may be permitted by law.

3. The Corporation shall indemnify other employees and agents to the extent as may be authorized by the Board of Directors or the Bylaws and be permitted by law, whether the employees and agents are serving the Corporation or, at its request, any other entity.

4. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled under any statute, provision of the Articles of Incorporation, Bylaws, or other agreements.

5. No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

ARTICLE VIII.

AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended upon a vote of a majority of the Board of Directors of the Corporation, subject to any mandatory contrary provision of state law.

ARTICLE IX.

DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of the assets of the Corporation exclusively for charitable purposes of the Corporation, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the District Court of Kootenai County, Idaho, exclusively for such purposes or to such organization or organizations, as said court shall determine, as are then organized and operated exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Code.

ARTICLE X.
INCORPORATORS


The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Lawrence V. Russell	509 Shore Pines Drive Post Falls, Idaho 83854
Paul Solamito	2414 North 4th Street Coeur d'Alene, Idaho 83814

IN WITNESS WHEREOF, the incorporator hereinabove named has executed these Articles of Incorporation this 8th day of March, 1995.



LAWRENCE V. RUSSELL, Incorporator



PAUL SOLAMITO, Incorporator