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ARTICLES OF INCORPORATION OF

ST. MARIES FOUNDATION FOR EDUCATION, INC.

Pursuant to the provisions of Idaho Non-Profit Corporation Act, Chapter 3, Title 30, of the Idaho Code (the "Act"), St. Maries Foundation for Education, Inc., ("Corporation") hereby adopts the following Articles of Incorporation:

Article I. Name

The name of the Corporation is St. Maries Foundation for Education, Inc.

Article II. Purposes

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

A. To promote, sponsor, and carry on educational, scientific and charitable activities and objectives for the students and staff of the St. Maries Joint School District No. 41. The Corporation shall promote any and all other activities that are consistent with the stated purpose of the Corporation, and consistent with any other lawful purposes of the Act.

B. To pursue charitable, educational or scientific 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 such Section 501(c)(3).

C. To receive gifts, devises and bequests and to use the funds or the income therefrom for the benefit of the students and staff of the St. Maries Joint School District No. 41.

D. To lease, procure office space, material and equipment for the carrying out of any of the purposes of the Corporation, and to hire or retain any personnel required to meet the purposes of this Corporation.

E. 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, 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, or to do anything that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on.

F. No part of the net earnings or 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 II hereof. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted: (a) by a corporation exempt from federal income tax under Section 501(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda, or otherwise

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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.

Article III. Period of Duration

The period of duration of the Corporation is perpetual.

Article IV. Non-Profit Status

The Corporation is not for profit.

Article V. Registered Office and Agent

The address of the Corporation's initial registered office in the State of Idaho shall be 907 Main Avenue, City of St. Maries, County of Benewah, State of Idaho 83861. The name of the Corporation's initial registered agent is Andrew P. Doman.

Article VI. No Members

The Corporation shall not have any members.

Article VII. Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3), nor more than ten (10) persons, as determined by the Board from time to time. The Directors shall be selected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation. The names and addresses of the individuals serving as the initial directors are as follows: (1) Everett Anderson, P. O. Box 243, St. Maries, Idaho 83861; (2) Lawrence R. Bentcik, 726 Main Avenue, St. Maries, Idaho 83861; (3) Jack Botts, 2001 Jefferson Avenue, St. Maries, Idaho 83861; (4) Gardner Cromwell, 927 S. First Street, St. Maries, Idaho 83861; (5) Daniel A. Hammes, 831 College Avenue, St. Maries, Idaho 83861; (6) Frances P. Walters, 336 S. Eighth Street, St. Maries, Idaho 83861; (7) George Currier, 1928 Idaho Avenue, St. Maries, Idaho 83861; (8) Debra J. Buchanan, 142 Sunrise Drive, Moscow, Idaho 83842; and (9) Randy Mueller, 5800 Airline Drive, Metairie, Louisiana, 70003.

Article VIII. Incorporators

The names and addresses of the incorporators of the Corporation are as follows: (1) Everett Anderson, P. O. Box 243, St. Maries, Idaho 83861; (2) Lawrence R. Bentcik, 726 Main Avenue, St. Maries, Idaho 83861; (3) Jack Botts, 2001 Jefferson Avenue, St. Maries, Idaho 83861; (4) Gardner Cromwell, 927 S. First Street, St. Maries, Idaho 83861; (5) Daniel A. Hammes, 831 College Avenue, St. Maries, Idaho 83861; (6) Frances P. Walters, 336 S. Eighth Street, St. Maries, Idaho 83861; (7) George Currier, 1928 Idaho Avenue, St. Maries, Idaho 83861; (8) Debra J. Buchanan, 142 Sunrise Drive, Moscow, Idaho 83842; and (9) Randy Mueller, 5800 Airline Drive, Metairie, Louisiana, 70003.

Article IX. Distribution on Dissolution

At the time of the 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 of the assets of the Corporation consistent with the purposes of the Corporation. In doing so, the Board

of Directors shall distribute such assets to other nonprofit organizations qualified 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 and to such organizations as such court shall determine to be consistent with the purposes of the Corporation.

Article X. Bylaws

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Bylaws may be amended by majority vote of the Board of Directors.

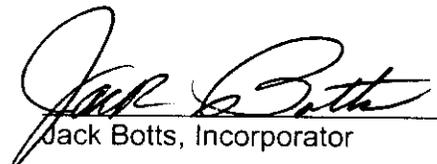
Article XI. Indemnification/Liability

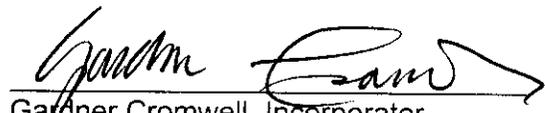
To the fullest extent permitted by law, and the Act, this Corporation shall have the power to indemnify any person and to advance expenses incurred or to be incurred by such person in defending a civil, criminal, administrative or investigative action, suit or proceeding threatened or commenced by reason of the fact said person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Any such indemnification or advancement of expenses shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. Any indemnification or advancement of expenses so granted or paid by the Corporation shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such a person.

In witness whereof, I have subscribed these Articles of Incorporation this 3rd day of December, 2001.

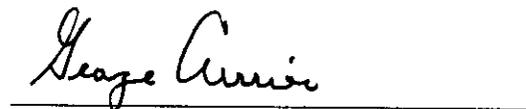

Everett Anderson, Incorporator

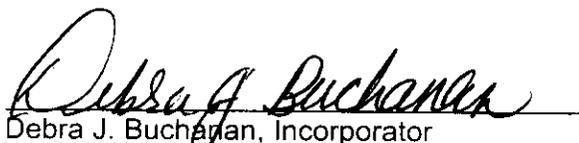

Lawrence R. Bentcik, Incorporator

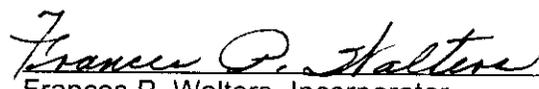

Jack Botts, Incorporator


Gardner Cromwell, Incorporator


Daniel A. Hammes, Incorporator


George Currier, Incorporator


Debra J. Buchanan, Incorporator


Frances P. Walters, Incorporator



Randy Mueller, Incorporator
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