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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

CALDWELL FOUNDATION FOR EDUCATIONAL OPPORTUNITY, 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 CALDWELL FOUNDATION FOR EDUCATIONAL OPPORTUNITY, 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: December 3, 1992

Pete T. Cenarrusa
SECRETARY OF STATE

By: *Sheryl Davis*



**ARTICLES OF INCORPORATION
OF
CALDWELL FOUNDATION FOR
EDUCATIONAL OPPORTUNITY, INC.
(A Non-Profit Corporation)**

The undersigned, acting as incorporators of a corporation under the Idaho Non-Profit Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is CALDWELL FOUNDATION FOR EDUCATIONAL OPPORTUNITY, INC.

ARTICLE II

Non-Profit Corporation

This corporation is a non-profit corporation.

ARTICLE III

Duration

The period of its duration is perpetual.

ARTICLE IV

Purpose

Section 1. The purposes for which this corporation is formed are: charitable within the meaning of USC §501(c)(3) of the Internal Revenue Code, which purposes are limited to solicitation, raising and receiving funds and to hold, manage, invest and distribute funds exclusively for the promotion, assistance, improvement and extension of public education, but further limited to the following:

- a. To develop, promote and/or assist with alternative education.

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- b. To develop, promote and/or assist with adult education.
- c. To develop, promote and/or support family unit education designed to assist parenting in the promotion of family interaction between and among parents and/or guardians and their children and/or wards for the purpose of creating a home environment that nurtures and values education.
- d. To develop, promote and/or support citizenship training.
- e. To develop, promote and/or assist with cultural education.
- f. To promote and assist in the eradication within a public school environment of any illegal use, sale and/or possession of controlled substances and to promote and support an educational environment that is free of the illegal use, sale and/or possession of controlled substances.
- g. To assist in the development, construction and/or lease of facilities for the use of public educational instruction and/or for the purchase of real properties for the placement of public school buildings and other public educational facilities.
- h. To promote and assist in the development of facilities, transportation of, and equipment for students with special needs and/or with physical disabilities.
- i. To provide facilities for, equipment for, promote and assist in the development of the use of technology in public education.
- j. To provide facilities for equipment for, promote and assist in the development of physical education and athletics in public education.
- k. To promote, provide equipment for, develop facilities for, and/or fund education in the performing arts.

- l. To promote, develop and fund education in art, vocational training, and/or arts and crafts of cultural heritage.
- m. To provide, hold, distribute and award scholarships for higher education of graduates of any public high schools.
- n. To provide scholarships for vocational training of graduates of any public high school.
- o. To provide scholarships for teachers, faculty and/or administrative staff of any duly accredited public school for continuing education within the field of education.
- p. To provide grants to teachers, administrative staff and/or students which furthers the instruction and/or administration of public education and/or furthers the scholarship of students attending public schools.
- q. To provide grants to teachers or directly to public schools for research projects which further the public educational process.
- r. To provide grants and/or scholarships to disadvantaged students to enable them to fully participate in public school for fee activities or curricula.
- s. To provide grants of assistance to students who are exceptional scholastically and/or exceptional athletes; which grants shall be for seminars, books, fees and tuition for seminars and/or college courses, and/or for tutors, materials, equipment, tuition, travel and housing fees, for camps and other special events where there is training related to the exceptional expertise of the student.
- t. To provide grants to students, teachers, or directly to public schools for travel expenses for competitions, conventions, field trips and/or athletic events related to public education.

- u. To provide grants of assistance to students and/or public schools for student projects.
- v. To provide funds for tutors and/or special assistance for students with learning disabilities and/or students who are in need of instructional assistance.
- w. To provide facilities, equipment, and/or to promote and/or fund programs for training for the development and maintenance of socialization of students in the promotion of a harmonious, safe and respectful matriculating environment for students in public schools.
- x. To provide grants and/or assistance for public forums designed to promote, expand, plan and/or improve public education and/or student scholarships.
- y. To provide grants and/or assistance for community public forums on topics of public concern.
- z. To promote and assist in student safety in travel to and from school.
- aa. To provide for day and/or night care of the children of students attending public education.
- bb. To provide, promote and assist in basic nutrition and/or clothing of students in need.
- cc. To purchase books, materials and/or equipment in the assistance of public education and/or for the improvement of school libraries.
- dd. To engage in joint ventures with the Caldwell School District No. 132 and the patrons of said District in the furtherances of the purposes of this corporation.
- ee. To establish and then administer trust funds which are designed to fund the purposes of this corporation.

ff. To receive gifts, donations and disbursements from persons, corporations, limited partnerships, joint ventures, trusts, partnerships, estates, etcetera for the purpose of accomplishing all or any one of the purposes of the corporation.

gg. All of the above stated purposes are further limited to the benefit of students of, teachers of, administrative staff of, graduating students of, parents of, the residents of, and/or the public schools within the boundaries of Caldwell School District No. 132, a body corporate and politic existing by virtue of the laws of the State of Idaho as the boundaries of said District are presently configured as of the date of these Articles of Incorporation.

Section 2. Included within the purposes of this corporation shall be the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, so long as those exempt organizations' purposes are compatible with the above-stated purposes of this corporation.

Section 3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, 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 as set forth in this article. No substantial part of the activities of the corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any (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 (a) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code, or corresponding section of any future code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE V

Initial Registered Office

The address of the initial registered office of this non-profit corporation is 1101 Cleveland Blvd., Caldwell, Idaho 83605, and the name of the non-profit corporation's initial registered agent at such address is Darrel Deide.

ARTICLE VI

Dissolution Provision

In the event of the wind-up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and to a non-profit fund, foundation or corporation which has established its tax exempt status, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the County of Canyon, State of Idaho, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

Members

There shall be three (3) classes of membership of this corporation, which classes shall be designated as follows:

Section 1. **First Class of Membership - Contributing Members.** Members of this class shall consist of persons, corporations, limited partnerships, joint ventures, trusts, partnerships, estates, etcetera, whom have made a charitable contribution to the corporation, which contribution shall be administered by the corporation for a period in excess of one (1) year. Contributing members shall remain members until their contribution has been administered. All members of this class shall designate one (1) person who is to exercise the rights of membership for each member of this class.

Section 2. **Second Class of Membership - Annual Members.** Members of this class shall consist of persons, corporations, limited partnerships, joint ventures, trusts, partnerships, etcetera, who submit a written and signed application. The application shall provide that the person is seeking membership, shall be accompanied by a membership fee as established by the Board of Directors, and shall be submitted to the Secretary of the corporation. Annual members shall remain members for a period of one (1) year.

Section 3. **Third Class of Membership - Institutional Members.** Members of this class shall consist of bodies corporate and politic existing by virtue of the laws of the State of Idaho or whose purposes are consistent with the purposes of this corporation. An Institutional member shall remain a member for as long as its governing body, by resolution each fiscal year, designates its intent to remain a member and authorizes the payment of the membership fee.

Section 4. The membership fee for both the Annual members and the Institutional members shall be established by the Board of Directors. All membership fees and applications for membership shall be submitted to the Secretary of the corporation.

Section 5. During the formative period of the corporation each application shall be considered by the Board of Directors.

Section 6. **Voting Rights.** Each member in good standing of all three (3) classes of membership shall have voting rights and shall be entitled to one (1) vote on each matter submitted to a vote of the members with the restriction of voting concerning the Board of Directors as herein set forth.

Section 7. The membership fees for Annual and Institutional members, the application forms for all members of all three (3) classes, and other rights and qualifications for membership shall be further set forth in the bylaws of this corporation.

ARTICLE VIII

Board of Directors

Section 1. The business of this corporation shall be managed by a Board of Directors, and the number of

directors constituting the initial Board of Directors shall be thirteen (13).

Section 2. Manner of Selection. Each of the three (3) classes of membership shall elect four (4) directors to serve on the Board of Directors. The thirteenth director shall be elected by a vote of all of the members of all three (3) classes of membership.

Section 3. Term. The directors shall serve for a period of three (3) years; provided, however, that the initial directors shall be divided into three (3) classes, with four (4) directors in the first class, four (4) directors in the second class and five (5) directors in the third class. The term for the first class of directors shall expire at the first annual meeting of their election, with the term for the second class to expire at the second annual meeting of their election and the term for the third class to expire at the third annual meeting of their election. At each annual meeting after such classification, the number of directors equal to the number of the class whose term expires at the time of such meeting shall be elected to hold office until the third succeeding annual meeting. No classification of directors shall be effective prior to the first annual meeting of the members. All directors shall serve until the expiration of their respective terms and until their respective successors are elected and qualified. Directors may be appointed or elected to successive terms.

Section 4. Vacancies. Vacancies for the unexpired term of any director shall be appointed by the members of the corporation, upon the recommendation of the Board of Directors.

Section 5. Powers. The Board of Directors shall manage and govern the business and affairs of the Corporation and, in connection therewith, the Board may exercise all of the powers granted to non-profit corporations under the Idaho Non-Profit Corporation Act and/or under any successor legislation to this act subject to the limitations of the purposes of this corporation as hereinabove set forth and as such power is limited and/or directed by these Articles of Incorporation.

ARTICLE IX

Initial Board of Directors

The names and addresses of the persons constituting the initial Board of Directors and who are to serve as directors until the first annual meeting, or until their successors are elected and qualify, are:

NAME	ADDRESS
Ted Colwell	2403 Robert Avenue Caldwell, ID 83605
Steve Nielson	218 Hilldrop Caldwell, ID 83605
Patty Mickelsen	219 Hilldrop Caldwell, ID 83605
Wm. F. Gigray, III	1523 Dearborn Caldwell, ID 83605
Pam Carr	1416 Cleveland Caldwell, ID 83605
John Dean	c/o Gibbons, Scott & Dean 1803 Ellis Avenue Caldwell, ID 83605
Joan Spencer	517 North 11th Caldwell, ID 83605
Bev Hopper	3321 S. Indiana Caldwell, ID 83605
Darrel Deide	315 Pat Lane Caldwell, ID 83605
David Gipson	c/o Caxton Printers 312 Main Caldwell, ID 83605
Andy McCluskey	1521 Idaho Avenue Caldwell, ID 83605
Jim Blacker	19128 Wagner Road Caldwell, ID 83605

Harriet Berenter

1908 Colorado Ave.
Caldwell, ID 83605

ARTICLE X

Bylaws

The power to make, alter, amend or repeal the bylaws of this corporation shall be vested in its Board of Directors with the prior written approval of the members of the corporation, and the bylaws may contain any provision for the regulation and management of the affairs of this corporation not inconsistent with these Articles of Incorporation and the laws of the State of Idaho.

ARTICLE XI

Amendments

The power to amend these Articles of Incorporation is expressly conferred upon the members of the corporation.

ARTICLE XII

Incorporators

The name and post office address of each incorporator are as follows:

NAME	ADDRESS
Ted Colwell	2403 Robert Avenue Caldwell, ID 83605
Steve Nielson	218 Hilldrop Caldwell, ID 83605
Patty Mickelsen	219 Hilldrop Caldwell, ID 83605
Wm. F. Gigray, III	1523 Dearborn Caldwell, ID 83605
Pam Carr	1416 Cleveland Caldwell, ID 83605
John Dean	c/o Gibbons, Scott & Dean 1803 Ellis Avenue Caldwell, ID 83605

Joan Spencer

517 North 11th
Caldwell, ID 83605

Bev Hopper

3321 S. Indiana
Caldwell, ID 83605

Darrel Deide

315 Pat Lane
Caldwell, ID 83605

David Gipson

c/o Caxton Printers
312 Main
Caldwell, ID 83605

Andy McCluskey

1521 Idaho Avenue
Caldwell, ID 83605

Jim Blacker

19128 Wagner Road
Caldwell, ID 83605

Harriet Berenter

1908 Colorado Ave.
Caldwell, ID 83605

IN WITNESS WHEREOF, for the purpose of forming this corporation under the statutes of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation, this 14th day of October, 1992.

John L. Dean
Bev Hopper
Darrel Deide
David Gipson
Andy McCluskey
Jim Blacker
Harriet Berenter

Arthur K. Longmire
James C. Blacker
Harriet C. Berester

STATE OF IDAHO)
 : ss
County of Canyon)

On this 16 day of November, in the year 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared T.W. Caldwell, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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.

(SEAL)

M. Clu. Johnson
Notary Public for Idaho
Commission expires: June 98

STATE OF IDAHO)
 : ss
County of Canyon)

On this 10 day of November, in the year 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared Steve W. Nelson, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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.

(SEAL)

M. Clu. Johnson
Notary Public for Idaho
Commission expires: June 98

STATE OF IDAHO)
 : ss
County of Canyon)

On this 11 day of November, in the year 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared Patty Mickelson, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she 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.

(SEAL)

Don Cleo Johnson
Notary Public for Idaho
Commission expires: Jan 98

STATE OF IDAHO)
 : ss
County of Canyon)

On this 11 day of November, in the year 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared Wm. F. Gignault, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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.

(SEAL)

Kenneth Dickel
Notary Public for Idaho
Commission expires: 10/12/94

STATE OF IDAHO)
 : ss
County of Canyon)

On this 9 day of November, in the year 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared Pam Carr, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she 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.

(SEAL)

M Cleo Johnson
Notary Public for Idaho
Commission expires: June 98

STATE OF IDAHO)
 : ss
County of Canyon)

On this 9 day of November, in the year 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared John Bear, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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.

(SEAL)

M Cleo Johnson
Notary Public for Idaho
Commission expires: June 98

STATE OF IDAHO)
 : ss
County of Canyon)

On this 11 day of November, in the year 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared Joan Spencer, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she 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.

(SEAL)

M Cleo Johnson
Notary Public for Idaho
Commission expires: June 98

STATE OF IDAHO)
 : ss
County of Canyon)

On this 9 day of November, in the year 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared Dorothy Hopper, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she 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.

(SEAL)

M Cleo Johnson
Notary Public for Idaho
Commission expires: June 92

STATE OF IDAHO)
) :ss
County of Canyon)

On this 9 day of November, in the year 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared David Deitz, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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.

(SEAL)

M Cleo Johnson
Notary Public for Idaho
Commission expires: June 98

STATE OF IDAHO)
) :ss
County of Canyon)

On this 16 day of November, in the year 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared David Mipson, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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.

(SEAL)

M Cleo Johnson
Notary Public for Idaho
Commission expires: June 98

STATE OF IDAHO)
) :ss
County of Canyon)

On this 9 day of November, in the year 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared Andy McCluskey, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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.

(SEAL)

M. Cleo Johnson
Notary Public for Idaho
Commission expires: June 92

STATE OF IDAHO)
) :ss
County of Canyon)

On this 13 day of November, in the year 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared James C. Blaker, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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.

(SEAL)

M. Cleo Johnson
Notary Public for Idaho
Commission expires: June 98

STATE OF IDAHO)
 : ss
County of Canyon)

On this 12 day of November, in the year 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared Harriet C. Beran, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she 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.

(SEAL)

M. Cleo Johnson
Notary Public for Idaho
Commission expires: June 98

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