

ARTICLES OF INCORPORATION
OF
NEZ PERCE – MULTICULTURAL EDUCATION
ASSOCIATION, INC.

FILED/EFFECTIVE
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STATE OF IDAHO

Article I

The name of the corporation is Nez Perce – Multicultural Education Association, Inc.

Article II

The period of existence of the corporation is perpetual.

Article III

The principal place of business of the corporation shall be in Lapwai, Idaho.

Article IV

The purpose for which this corporation is organized is exclusively for:

- a.) To develop and provide educational opportunities to meet the need of multicultural educational students in rural and tribal reservation schools, college or universities, and groups (including Church) or individuals who are not otherwise afforded the opportunity for personal educational growth and development.
- b.) To secure grants, contracts, and administer multicultural educational programs in the interest area of, but not limited to:

Higher Education (including Research)
Elementary/Secondary Education (including Research)
Culture/Arts/Humanities/Language
Youth Development
Training
Vocational Education
Recreation (including Historic Preservation)
Science and Technology
Law, Justice, and Legal Issues
Scholarships
Educational Enrichment
Community Development
Economic Development
Health/Medical

IDAHO SECRETARY OF STATE
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Demonstration/Discretionary Projects

- c.) To make agreements and work in association with educational institutions, tribal governments, groups (including Church) and individuals for the purpose of promoting multicultural education.
- d.) To serve as an educational resource and positive advocate for multicultural education.

The corporation shall have the power to accept and receive gifts from any source and to mortgage, pledge and otherwise encumber its assets in furtherance of its purpose. In addition, the corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things, to make guarantees, and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attaining of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any such purposes, including the powers granted under Title 30, Chapter 3, Idaho Nonprofit Corporation Act. The corporation shall have the power to make grants, contributions, and transfer assets of the corporation to other organizations that are tax exempt under Section 501 (c) (3) of the Internal Revenue Code and the regulations thereunder as the same may now exist or as they may be hereafter amended from time to time. Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c) (3) of the Internal Revenue Code and the Regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

Article V

The corporation shall be nonstock, and no dividends or pecuniary profits shall be declared or paid. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its directors, officers or other private persons, except 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 IV above.

Article VI

No substantial part of the activities of the corporation shall be 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 provision of these Articles the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or (b) a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and the

regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

Article VII

The number of directors of the corporation shall be established by the By-Laws. In no event, shall the number of directors be less than three nor more than five. The directors shall hold office for a term of four years, or until their successors are appointed and elected and qualify. A vacancy on the Board of Directors shall be filled by a majority vote of the remaining members of the Board of Directors present at a meeting called for the purpose of electing persons to fill such vacancies or at the annual meeting of the Board of Directors of the corporation.

Article VIII

Upon dissolution or other termination of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities for the corporation, transfer all of its property and assets to the State of Idaho; provided that the State of Idaho shall, to the extent permitted by law, use such property and assets for purposes similar to those of this corporation. In the event that the State of Idaho is unwilling to accept such assets subject to the above limitations, the Board of Directors shall dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, civic and cultural purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code and the regulations thereunder as the same now exist or as they may hereafter be amended from time to time, as the Board of Directors shall determine. No part of the property of the corporation or any of the proceeds shall be distributed or inure to the benefit of any private individual. Any assets not so disposed of shall be disposed of by the Circuit Court of Nezperce County, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for the above described purposes.

Article IX

Members of the corporation may include individuals or business entities that meet the qualifications for membership as may be prescribed from time to time by the By-Laws. There shall be one class of membership and no members of this corporation shall be personally liable for any corporate obligation by reason of such membership.

Article X

The address of the corporation's registered agent in Idaho is David F. Penney, 26815 Rocky Top LN, P.O. Box 417, Lapwai, Idaho 83540 and having regular working hours, Monday through Friday.

Article XI

The corporation shall distribute its income 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 Internal Revenue Code and regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

The corporation shall not engage in any act or self-dealing as defined in Section 4941(d) of the Internal Revenue Code and the regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code and the regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code and the regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

The corporation shall not make any taxable expenditure as defined in Section 4945 (d) of the Internal Revenue Code and the regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

Article XII

These Articles may be amended by the Board of Directors in the manner authorized by law at the time of the amendment.

Article XIII

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

Signature of Incorporators

x David F. Penney
David F. Penney
121 Soldiers Canyon Rd.
P.O. Box 417
Lapwai, Idaho 83540

Sarah I. Penney
Sarah I. Penney
203 BAKER, No. #204
MOSCOW, IDAHO

Iris A. Chimbura
Iris A. Chimburas
106 3RD ST. WEST
PO BOX 494
LAPWAI, IDAHO 83540