

FILED EFFECTIVE

2004 JUN 18 P 12:04
SECRETARY OF STATE
IDAHO

ARTICLES OF INCORPORATION

OF

JAMES A. DODGE FOUNDATION, INC.

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME.

The name of the Corporation shall be "JAMES A. DODGE FOUNDATION, INC."

ARTICLE II. PURPOSES

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

A. James A Dodge Foundation, Inc is designed to promote and encourage high school student athletes who might otherwise be unable to continue their education due to the lack of financial resources, to pursue a college education by granting scholarships to such individuals.

B. To conduct charitable and educational activities, 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 organizations under such Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other thing 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 Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

D. To transact any and all lawful business, consistent with the purposes stated above, for which nonprofit corporations may be incorporated under the laws of the State of Idaho, as they may be amended from time to time.

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ARTICLE III. 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 nine (9) individuals. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The initial Board of Directors will consist of three (3) members. The names and addresses of the persons constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
1) Angie L. Beberness	1762 Todd Way, Meridian, Idaho 83642
2) Kasheila L Browne	550 E Fairbrook Ct., Boise, Idaho 83706
3) William T. Poindexter III	425 Bass St., Boise, Idaho 83705

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The location of this Corporation is in the City of Meridian, County of Ada, State of Idaho. The name of the registered agent and the physical address of the initial registered office are as follows:

Registered Agent:	Angie L. Beberness
Registered Office:	1762 Todd Way Meridian, Idaho 83642

ARTICLE V. INCORPORATOR

The name and physical address of the incorporator of the Corporation is as follows:

<u>Incorporator's Name</u>	<u>Address</u>
Angie L. Beberness	1762 Todd Way Meridian, Idaho 83642

ARTICLE VI. MEMBERS

The Corporation shall have no members.

ARTICLE VII. NONPROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE VIII. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IX. 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 II hereof. Except as permitted under Section 501(h) of the Internal Revenue Code of 1986, as amended from time to time (for any period such provision applies to the Corporation), no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. 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 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 X. 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 the 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. 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 such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

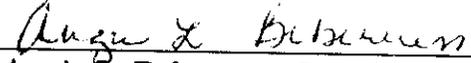
ARTICLE XI. BYLAWS

of the Corporation.

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Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 14 day of June, 2004.



Angie L. Beberness, Incorporator