

State of Idaho



CERTIFICATE OF INCORPORATION OF

SCHOOL DISTRICT NO.150 EDUCATION FOUNDATION, 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 _____

SCHOOL DISTRICT NO. 150 EDUCATION FOUNDATION, 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.

October 10,
Dated _____, 19 85 .

Pete Cenarrusa
SECRETARY OF STATE

Corporation Clerk



ARTICLES OF INCORPORATION

OF

SCHOOL DISTRICT NO. 150 EDUCATION FOUNDATION, INC.

RECEIVED
STATE OF IDAHO
SCHOOL DISTRICT NO. 150
10/10/65

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

ARTICLE I.

The name of the corporation is SCHOOL DISTRICT NO. 150 EDUCATION FOUNDATION, INC.

ARTICLE II.

This foundation is a non-profit corporation.

ARTICLE III.

The period of its duration is perpetual.

ARTICLE IV.

Section 1. Purpose. The purposes for which this corporation is formed are, in general, to promote, sponsor and carry out educational purposes and objectives; and it may, but not in limitation of the foregoing, receive, hold, own, manage, use, purchase, mortgage and dispose of property of all kinds, real, personal, and intangible, whether held absolutely or in trust, or by way of agency or otherwise, for the benefit of School District No. 150 schools and the educational activities that may be conducted by School District No. 150 Schools.

Section 2. Powers. This corporation shall have and exercise all rights, powers, privileges and immunities provided by the Idaho Non-Profit Corporation Act, Idaho Code Section 30-301 et seq., as amended.

Section 3. Exempt Status. This corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the corporation is distributable to, or inures to the benefit of its directors or officers except permitted under the Idaho Non-Profit Corporation Act. 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, nor 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 of Incorporation, 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 Section 501(c)(3) of the Internal Revenue Code 1954 (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 1954 (or the corresponding provision of any future United States Internal Revenue law).

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, 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 in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such periods.

ARTICLE V.

This corporation shall have one class of members. The names and addresses of the initial members are as follows:

Milton B. Gambles	331 Court Street Soda Springs, ID. 83276
Robert N. Kempe	731 E. Hopkins Lane Soda Springs, ID. 83276
LeRoy Brown	Star Route Soda Springs, ID. 83276
Richard M. Hydzik	Star Route, Bailey Creek Soda Springs, ID. 83276
Earl Somsen, Jr.	Wayan, ID. 83285

The manner of appointment of the members shall be as is set forth in the Bylaws of the corporation.

ARTICLE VI.

This corporation is not a church and the management of its affairs is not vested in its members pursuant to Section 30-314(c) of the Idaho Code. The management of its affairs is vested in its Board of Directors.

ARTICLE VII.

The street address of its initial registered office is: 60 East 4th South, Soda Springs, ID. 83276 and the name of its initial registered agent at such address is: Lawrence K. Rigby, Superintendent.

ARTICLE VIII.

Directors

Section 1. Number. The number of directors of such corporation constituting the initial Board of Directors shall be eleven (11), which number may be increased or may be decreased from time to time, by resolution of the members of the corporation.

Section 2. Manner of Selection. The manner of selecting members of the Board of Directors of the corporation (with the exception of the two members outlined below) and of filling vacancies on said board shall be by election of the members of the corporation, upon the recommendation of the Board of Directors of the corporation. However, one of the directors shall be the vice-chairman of the Board of Education of School District No. 150 and one

other director shall be the Superintendent of School District No. 150 or his designee.

Section 3. Term. All directors shall serve for a period of three (3) years, except the vice-chairman of the Board of Education and the Superintendent of the School District or his designee, who shall serve during their tenure of said offices; provided, however, that the initial directors shall be divided into three (3) classes whose terms of office shall expire at different times, but no term shall continue longer than three (3) years.

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 by appointment of the members of the corporation, upon the recommendation of the Board of Directors.

Section 5. Initial Board of Directors. The name and street addresses of the initial Board of Directors are as follows:

Gerald Brown	Star Route Soda Springs, ID. 83276
Bart Conlin	250 East 3rd North Soda Springs, ID. 83276
Dennis Hansen	Star Route Soda Springs, ID. 83276

Kent Lott	Star Route Soda Springs, ID. 83276
Candy Young	Star Route Soda Springs, ID. 83276
Vaughn Smith	411 E. Hooper Soda Springs, ID. 83276
Mark Steele	780 South 3rd East Soda Springs, ID. 83276
Myrna McCullough	Cedarview Subdivision Soda Springs, ID. 83276
Phil Scott	Cedarview Subdivision Soda Springs, ID. 83276
Richard Hydzik	Star Route, Bailey Creek Soda Springs, ID. 83276
Lawrence K. Rigby	180 East 1st North Soda Springs, ID. 83276

ARTICLE IX.

The name and street address of the incorporator is:

Mr. Lawrence K. Rigby, 60 East 4th South, Soda Springs, ID.
83276.

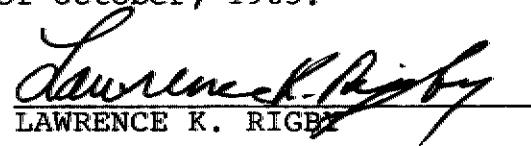
ARTICLE X.

The power to make, alter, amend or repeal by 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.

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

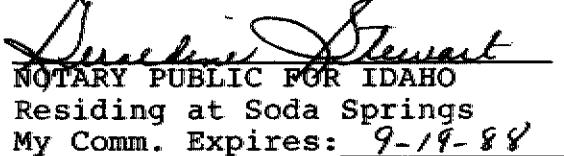
DATED: This 7 day of October, 1985.


LAWRENCE K. RIGBY

STATE OF IDAHO)
: ss
County of Caribou)

On this 7th day of October, 1985, before me, the undersigned Notary Public, personally appeared LAWRENCE K. RIGBY, known to me to be incorporator of School District No. 150 Education Foundation, Inc., and acknowledged to me that he signed the foregoing instrument as incorporator of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.


Jacqueline Stewart
NOTARY PUBLIC FOR IDAHO
Residing at Soda Springs
My Comm. Expires: 9-19-88

(SEAL)