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**FILED/EFFECTIVE**

2008/24/2000 09:00  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF  
PROJECT SMILE, INC.  
(A Non-Profit Corporation)**

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, all of whom are citizens and residents of the United States and over the age of Twenty-One years do hereby make and execute the following Articles of Incorporation for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

**ARTICLE I**

The name of this corporation shall be PROJECT SMILE, INC.

**ARTICLE II**

The specific and primary purposes of this corporation is to engage in the education of children.

**ARTICLE III**

Said corporation is organized exclusively for charitable, religious, education and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). Notwithstanding any of the provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

Articles of Incorporation - 1

IDAHO SECRETARY OF STATE

08/24/2000 09:00  
CK: 2138 CT: 77883 BH: 343559

1 @ 30.00 = 30.00 INC NOMP # 2

C 135311

#### ARTICLE IV

This corporation shall not have capital stock. The Board of Directors of this corporation are its members. Each member shall have one vote. The rights and interests of all members shall be equal, and no member can have or acquire a greater interest therein than any other member.

#### ARTICLE V

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, employees, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for property, goods, and services purchased, and to make payments and distribution in furtherance of the purposes set forth in Article II hereof.

For the accomplishment of the aforementioned purposes, the corporation may:

(a) Receive monies, equipment, property, or labor from any source including but not limited to private sources, governmental sources, or whatever, and purchase, convey, mortgage and lease all kinds of real and personal property or otherwise use the funds.

(b) Borrow money and draw, make, accept, endorse, assign, guarantee, execute and issue notes, checks, drafts, bonds, debentures, negotiable instruments and other instruments for the payment of money, and mortgage or pledge its property to secure such obligations.

(c) Loan money and accept notes, checks, drafts, bonds, debentures, negotiable instruments, and other instruments for the payment of money and receive mortgages or pledges of property to secure such obligations accepted.

(d) To do all necessary, essential, convenient, or proper for the accomplishment of any and all of the aforementioned purposes for the attainment of any and all of the objects above-mentioned, or incident to the powers herein named, or which shall have at any time appeared to be conducive, or expedient, or beneficial to the corporation, and to such end to have any and all powers conferred upon non-profit cooperative associations and corporations organized under statutes of the State

of Idaho as now constituted and as may be provided by future amendments thereto.

#### ARTICLE VI

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, 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, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of ets not so disposed of shall be disposed of by the District Court of the State of Idaho, of the county in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the said District Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE VII

The unincorporated association being incorporated is known as PROJECT SMILE, INC.

#### ARTICLE VIII

The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Wallace Pride	Mat Pride
510 14 <sup>th</sup> Street	1419 Almo
Rupert, ID 83350	Burley, ID 83318

Clayne S. Zollinger, Jr.  
625 Fremont Ave.  
Rupert, ID 83350

#### ARTICLE IX

The city in the State of Idaho where the principal office for the transaction of the

business of the corporation is located is the county of Minidoka, City of Rupert, Idaho.

ARTICLE X

The term of this corporation is perpetual.

ARTICLE XI

This corporation is organized pursuant to the General Non-Profit Corporation Law of the State of Idaho.

ARTICLE XII


The registered agent of PROJECT SMILE, INC., shall be Wallace Pride, 501 14<sup>th</sup> Street, Rupert, Idaho.

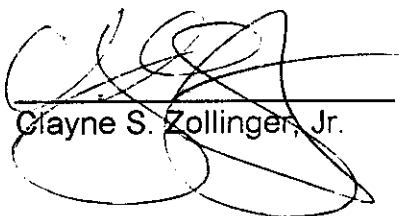
ARTICLE XIII

The affairs of this corporation shall be managed by a Board of Directors to be elected as provided in the by-laws, but in no case shall the number of Directors be less than three (3) or more than five (5). Such Directors shall hold their offices for two (2) years, or such other period as the by-laws shall determine, and until their successors are elected and qualified.

IN WITNESS WHEREOF, the undersigned, all being incorporators of PROJECT SMILE, INC., the unincorporated association which is being incorporated hereby has executed these Articles of Incorporation this 22<sup>nd</sup> day of August, 2000.

  
Wallace Pride

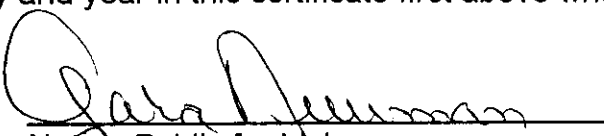
  
Mat Pride

  
Clayne S. Zollinger, Jr.

STATE OF IDAHO )  
 ) ss.  
County of Minidoka )

On this 21 day of August, 2000, before me, the undersigned, a Notary Public in and for said State, personally appeared Wallace Pride, Mat Pride and Clayne S. Zollinger, Jr., known to me to be the persons whose name are subscribed to the foregoing instrument, and acknowledged to me that they 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)   
Notary Public for Idaho  
Residing at: Billy  
My commission expires: 3-3-04