

FILED EFFECTIVE

ARTICLES OF INCORPORATION OF

LEROY'S ICE CREAM, INC.

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The undersigned, in order to form a Non-Profit Corporation under the provisions of Title 30, Chapter 3, Idaho Code, submits the following Articles of Incorporation to the Idaho Secretary of State:

Article I

The name of the Corporation is **LEROY'S ICE CREAM, INC.**

Article II

The Corporation is a nonprofit Corporation.

Article III

The duration of the Corporation is perpetual unless otherwise dissolved according to these Articles and the Idaho Code.

Article IV

The Corporation is located in Blaine County, Idaho. The address of the registered office is ~~P.O. Box 6104~~, Ketchum, Idaho 83340, Post Office and the name of the registered agent at this address is ~~Rasberry~~, **JAKE PETERS**

**690 SPRUCE AVE.**

Article V

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

A. The Corporation is a charitable Corporation specifically formed for the purpose of selling ice cream. All of our profits will be donated to Pioneer Montessori School, The Community School, the Blaine County School District and the Sun Valley Ski Education Foundation.

B. The Corporation is organized exclusively for charitable, religious, educational, 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, or corresponding section of any future federal tax code.

C. The Corporation may exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for

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profit, to exercise any power, or to do any act that a Corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

#### Article VI

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the Corporation shall be for 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 this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### Article VII

The Corporation shall not have any members.

#### Article VIII

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

At all times there will be three Directors who represent our beneficiary organizations (named above).

The names and street addresses of the current Board of Directors areas follows:

Leroy Kingland, 1810 Sherman Ave., Hood River, OR 97031

Ellie Gilbreath, 223 Hillside Dr., Ketchum, ID 83340

Tom Campion, 109 Badger Ln., Ketchum, ID 83340

Jake Peters, 690 Spruce Ave., Ketchum, ID 83340

Representing the Sun Valley Ski Education Foundation: Don Wiseman, 160 Foxglove Ln, Ketchum, ID 83340

Representing the Pioneer Montessori School their Board President; Michael Browne, 115 Badger Ln, Ketchum, ID 83340

Representing The Community School their Trustee; Charles Conn. 178 Bordeaux St., Ketchum, ID 83340

#### Article IX

Upon the dissolution of this 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 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 Corporation or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### Article X

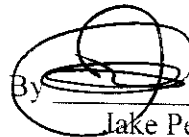
The name, street, and mailing address of the Incorporator is Jake Peters, whose mailing address is Post Office Box 3486, Ketchum, Idaho 83340, and whose street address is 690 Spruce Ave., Ketchum, ID 83340.

#### Article XI

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

DATED this 23 day of May, 2006.

**LEROY'S ICE CREAM, INC.**

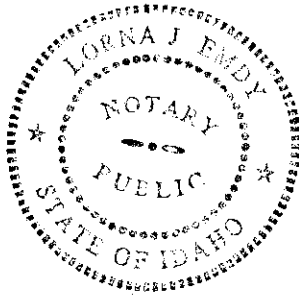
By 

Jake Peters, Incorporator

STATE OF IDAHO    )  
                              ) ss.  
County of Blaine    )

On this 23rd day of May, 2006, before me a Notary Public in and for said State, personally appeared JAKE PETERS, known to me to be the person who executed the within and foregoing document and acknowledged to me that he executed the same as the Incorporator of Leroy's Ice Cream, Inc.

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



Lorna J. Emby  
Notary Public for Idaho  
Residing at: Hailey, ID  
My commission expires: 7/2/07