

FILED/EFFECTIVE

01 AUG -8 AM 8:48

SECRETARY OF STATE
STATE OF IDAHO

IDAHO SECRETARY OF STATE
08/08/2001 05:00
CK: 1272 CT: 149616 SH: 412348
1 @ 100.00 = 100.00 CORP # 2

**ARTICLES OF INCORPORATION
OF
GREENE IDAHO FOUNDATION, INC.**

The undersigned, acting as the incorporators of a nonprofit corporation under the Idaho Nonprofit Corporation Act, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Greene Idaho Foundation, Inc.

ARTICLE II

NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Idaho. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under law.

ARTICLE III

DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV

PURPOSE

The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. Charitable, religious, educational, or scientific purposes 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 under such Section 501(c)(3), and specifically including but not necessarily limited to the operation of bingo games for charitable purposes in accordance with sections 67-7701, *et. seq.*, Idaho Code, and regulations adopted pursuant thereto.

B. To exercise all rights and powers conferred by the laws of the State of Idaho upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any real or personal property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V

LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors or officers, but 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 hereof. Notwithstanding the foregoing, in the context of bingo operations, there would be no net earnings to be retained by the Corporation, and the gross revenues shall be distributed in accordance with sections 67-7701, *et. seq.*, Idaho Code, and regulations adopted pursuant thereto.

ARTICLE VI

NO MEMBERS

The Corporation shall not have any members.

ARTICLE VII

REGISTERED OFFICE

The address of the initial registered office is 816 Sherman Avenue, Coeur d'Alene, Idaho 83814. The initial registered agent at that address is Janet D. Robnett.

ARTICLE VIII

DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The existing Directors shall elect the Directors in the manner and for the term provided in the Bylaws. The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Paul W. Bryant, Jr.	P.O. Box 152 Tuscaloosa, Alabama 35402
Scott M. Phelps	P.O. Box 152 Tuscaloosa, Alabama 35402
Sam M. Phelps	P.O. Box 152 Tuscaloosa, Alabama 35402
Russell W. Westerberg	802 West Bannock, Suite 201 Boise, Idaho 83702

ARTICLE IX

OFFICERS

The Officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer and such other officers and assistant officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed in the Bylaws. Any two or more offices may be held by the same person, except the offices of President and Secretary.

ARTICLE X

BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Idaho Business Corporation Act and the Idaho Nonprofit Corporation Act.

XIII

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 that 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.

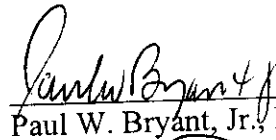
ARTICLE XII

INCORPORATORS

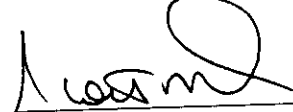
The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Paul W. Bryant, Jr.	P.O. Box 152 Tuscaloosa, Alabama 35402
Scott M. Phelps	P.O. Box 152 Tuscaloosa, Alabama 35402
Sam M. Phelps	P.O. Box 152 Tuscaloosa, Alabama 35402

IN WITNESS WHEREOF, the undersigned incorporators of the above-named Corporation, have hereunto signed these Articles of Incorporation on this 12th day of July, 2001.



Paul W. Bryant, Jr., Incorporator



Scott M. Phelps, Incorporator



Sam M. Phelps, Incorporator

STATE OF Alabama)

: ss.

County of Tuscaloosa)

On this 12th day of July, 2001, before me Melissa B. Foster,
the undersigned Notary Public, personally appeared Paul W. Bryant, Jr., known or identified to me
to be the person whose name is subscribed to the within instrument, and acknowledged to me that
he executed the same.

(SEAL)

Melissa B. Foster
Notary Public for Alabama
Residing at Tuscaloosa
Commission Expires: 9-10-03

STATE OF Alabama)

: ss.

County of Tuscaloosa)

On this 12th day of July, 2001, before me Melissa B. Foster,
the undersigned Notary Public, personally appeared Scott M. Phelps, known or identified to me to
be the person whose name is subscribed to the within instrument, and acknowledged to me that he
executed the same.

(SEAL)

Melissa B. Foster
Notary Public for Alabama
Residing at Tuscaloosa
Commission Expires: 9-10-03

STATE OF Alabama)

: ss.

County of Tuscaloosa)

On this 12th day of July, 2001, before me Angela Sterling,
the undersigned Notary Public, personally appeared Sam M. Phelps, known or identified to me to
be the person whose name is subscribed to the within instrument, and acknowledged to me that he
executed the same.

(SEAL)

Angela Sterling
Notary Public for Alabama
Residing at Tuscaloosa
Commission Expires: 8-8-2001

W:\25543\00005\PI\100.wpd