

**ARTICLES OF INCORPORATION
OF
BETTER WORLD, INC.**

09 JUL -6 AM 8:30

SECRETARY OF STATE
STATE OF IDAHO

FILED EFFECTIVE

We, the undersigned persons, acting as the incorporators of a corporation under the provisions of Title 30, Chapter 3 of the Idaho Code commonly known as the Idaho Nonprofit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of this corporation shall be: Better World, Inc.

ARTICLE II - DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of, without limitation, to educate college students and to assist people in disadvantaged situations.

To facilitate these purposes, this corporation is organized to provide for college students learning opportunities that assist organizations and communities, both inside and outside the United States, through benevolent, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any further United States internal revenue law.

ARTICLE IV - LIMITATIONS

No part of the net earnings of this corporation shall inure to the benefit of any private member or individual. No substantial part of the activities of the organization will be used to carry on propaganda, or otherwise attempt to influence legislation, (except as otherwise provided in subsection (h) of the IRC). This corporation will not be used to participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Consistent with its purposes and subject to these limitations, the corporation is organized to do any lawful activity permitted under the laws of the State of Idaho.

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ARTICLE V - POWERS

The corporation shall have all powers granted by law necessary and proper to carry out its above-stated purposes, consistent with its qualification under Section 501(c)(3).

ARTICLE VI – BOARD OF DIRECTORS

The internal affairs of this corporation shall be managed by a board of directors elected by action of the Board of Directors pursuant to the Bylaws of the corporation. All other provisions for the regulation of the internal affairs of this corporation shall be set forth in the Bylaws.

ARTICLE VII - MEMBERSHIP

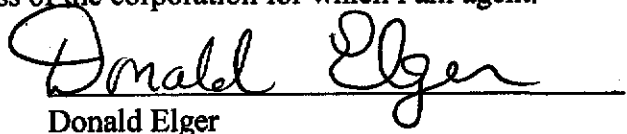
The corporation shall not have members.

ARTICLE VIII – ADDRESS AND REGISTERED AGENT

The address of the initial registered office of the corporation shall be 920 Nez Perce St., Moscow, Idaho 83843. The name of the initial registered agent of the corporation at such office shall be Donald Elger.

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Donald Elger, hereby consent to serve as the registered agent in the State of Idaho for the corporation herein named. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of any resignation or any change in the registered address of the corporation for which I am agent.


Donald Elger

ARTICLE IX – INCORPORATORS AND INITIAL DIRECTORS

The incorporator and initial director of the corporation is set forth as follows:

NAME	ADDRESS
Donald Elger	920 Nez Perce St., Moscow, Idaho 83843

Election of the regular board of directors shall take place at the first annual meeting of the Board of Directors of the corporation as described in the Bylaws of the corporation. Any change in the number of directors of the corporation shall be made consistent with the provisions for regulation of the internal affairs of the corporation as set forth in the Bylaws.

ARTICLE X - AMENDMENTS

Amendments to these Articles of Incorporation may be made at any annual meeting or special meeting of the board of directors, and must be made in the following manner:

Amendments shall be adopted at a meeting of the board of directors upon receiving the vote of a majority of the directors in office. Any number of amendments may be submitted and voted upon at any one meeting. A written notice of the meeting, that shall include as a purpose the intent to amend the bylaws, shall be provided.

See, Idaho Code § 30-3-90.

ARTICLE XI – TERMINATION AND FINAL DISTRIBUTION

In the event that this corporation ceases to function as a non-profit corporation or is dissolved for any reason, its assets shall be distributed to such organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such a 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 said court shall determine to be consistent with the purposes of this corporation.


ARTICLE XII - INDEMNIFICATION

The Corporation will indemnify any director, officer, employee, or agent of the corporation made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative

(other than one by or in the right of the corporation to procure a judgment in its favor, brought to impose a liability on such person for an act alleged to have been committed by such person in his or her capacity as director or officer of the corporation, or as director, officer, employee or agent of any other entity when he or she served at the request of the corporation), by reason of fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise. Indemnification shall include judgments, amounts paid in settlement and reasonable expenses, including attorney fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal therein. Indemnification shall occur if such person is either successful in his or her defense or if the proceeding is terminated by settlement, and if such person acted in good faith in the reasonable belief that such action was in the best interests of the corporation. In criminal actions or proceedings, indemnification shall occur only if such person had reasonable grounds for belief that such action was lawful. No indemnification shall exist for criminal acts committed by such person.

DATED this ____ day of July, 2009.

INCORPORATOR AND INITIAL DIRECTOR


Donald Elger