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ARTICLES OF INCORPORATION

OF

MF FOUNDATION, INC.

In compliance with the requirements of the "Idaho Nonprofit Corporation Act," Idaho Code §§ 30-3-1, et seq., the undersigned, all of whom are of lawful age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit, and do hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation is MF Foundation, Inc.

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSES

The purposes for which the Corporation is organized and at all times hereafter shall be operated is to support individuals who have a vision and passion for their work, or organizations led by individuals who have a vision and passion for the work of their organizations, consistent with the following charitable activities of the Foundation:

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a. Education: (i) To distribute money to individual students as scholarships or loans; (ii) to make grants to scholarship funds of colleges, universities, vocational schools, college preparatory schools, private high schools, secondary schools and primary schools; and (iii) to make grants to colleges, universities, vocational schools, college preparatory schools, private and public high schools, secondary schools and primary schools for their general financial assistance.

b. Conservation: To acquire land or to expend funds to (i) preserve, protect and prevent destruction of the environment; (ii) promote ecologically sound development to preserve the natural environment and diversity of wildlife; and (iii) to promote wise management of natural resources through research, public education, and the development of public policies.

c. Promotion of the Arts: To make grants to charitable organizations or individuals for promotion and furtherance of the arts in the form of general financial assistance or funding for specific programs, uses or purposes or to directly participate in promoting the arts through direct operating activities.

d. Research: (i) To support medical researchers, medical research centers, hospitals and other charitable organizations for the purpose of furthering medical and health research to better the health of individuals or to directly conduct such activities, and (ii) to support research and development of communication and information technology to ameliorate the lives of the needy and improve the condition of mankind overall.

e. Miscellaneous Charitable Organizations and Charitable Purposes: To any charitable organization or charitable purpose described in Internal Revenue Code §§ 170(c), 501(c)(3) and 2055(a).

This Corporation is organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code or any successor provisions.

ARTICLE IV - MEMBERS

The Corporation shall not have members.

ARTICLE V - REGISTERED OFFICE

The registered office of the Corporation is located at 371 North Main, #204, P.O. Box 2328, Ketchum, Idaho 83340.

ARTICLE VI - REGISTERED AGENT

The registered agent of the Corporation, whose address is the same as that of the registered office of the Corporation is Timothy Mott.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number of members of such Board of Directors shall be fixed from time to time by the Bylaws, but at no time shall the Board be less than three (3) members nor more than nine (9) members. The names and addresses of the persons who are to act as the initial Board of Directors of the Corporation, to serve until their successors have been selected, are:

Timothy Mott
371 North Main, #204
Box 2328
Ketchum, Idaho 83340

Mary Mott
371 North Main, #204
Box 2328
Ketchum, Idaho 83340

Casey W. Mott
371 North Main, #204
Box 2328
Ketchum, Idaho 83340

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The selection process for Board members, as well as their terms, removal and duties, shall be provided for in the Bylaws of the Corporation.

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator of the Corporation are as follows:

Darin DeAngeli
101 South Capitol Boulevard, Suite 1701
P.O. Box 6561
Boise, ID 83707-6561

ARTICLE IX - DISSOLUTION

The Corporation may be dissolved upon the affirmative vote of a majority of the Board of Directors of the Corporation pursuant to the Bylaws, entitled to vote and such vote being taken at a meeting of the Board of Directors called for that purpose, or upon the written consent of all members of the Board of Directors of the Corporation. Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation, nor any of the proceeds thereof, shall be distributed to, or inure to the benefit of, any of the Directors of the Corporation, but all such property and proceeds shall, subject to the discharge of valid obligations of the Corporation and to applicable provisions of law, be distributed, as directed

by the Board of Directors of the Corporation to or among any one or more corporations, trusts, community chests, funds or foundations described in § 501(c)(3) of the Internal Revenue Code or any successor provisions.

ARTICLE X - AMENDMENTS

Amendments to these Articles shall require the affirmative vote of a majority of the members of the Board of Directors of the Corporation then in office voting at a special meeting of the Board of Directors called for that purpose in accordance with Idaho Code § 30-3-90.

ARTICLE XI - ORGANIZATION

The affairs of the Corporation shall be managed by its Board of Directors, and a majority of the number of Directors then fixed by the Bylaws, excluding vacancies, shall constitute a quorum; provided, however a quorum shall not be less than the greater of one-half (1/2) of the number of Directors then in office or two (2) Directors. The officers of the Corporation shall be a President, Vice-President, a Secretary and a Treasurer, and such other officers as may be provided for in the Bylaws.

ARTICLE XII - RESTRICTIONS


Pecuniary profit is not the object or purpose of this Corporation. The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of § 501(c)(3) of the Internal Revenue Code.

The property of this organization is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any Director, officer or member thereof or to the benefit of any private person.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax pursuant to § 501(c)(3) of the Internal Revenue Code. 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, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The income of the Corporation for each taxable year shall be distributed at such time and in such manner as not to be subject to tax under § 4942 of the Internal Revenue Code of

1986 and the Corporation shall not engage in any act of self-dealing (as defined in § 4941(d) of such Code), retain any excess business holdings (as defined in § 4943(c) of such Code), make any investments referred to in § 4944 of such Code, or make any taxable expenditures (as defined in § 4945(d) of such Code) in such manner as to subject the Corporation to tax pursuant to § 4945.

IN WITNESS WHEREOF, the undersigned incorporator of said Corporation has executed these Articles of Incorporation this 14th day of December, 1999.

A handwritten signature in dark ink, appearing to read 'Darin DeAngeli', is written over a horizontal line.

Darin DeAngeli

"Incorporator"