

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

FIRTH SCHOOL DISTRICT NO. 59 EDUCATION FOUNDATION, INC.

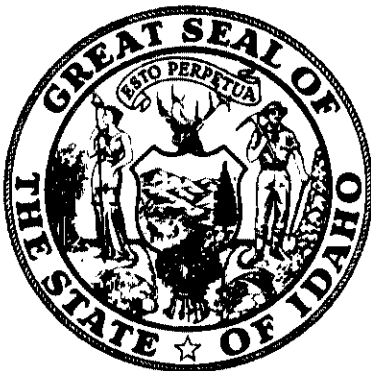
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

FIRTH SCHOOL DISTRICT NO. 59 EDUCATION FOUNDATION, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated January 28, _____, 19 91.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zapala

Corporation Clerk

ARTICLES OF INCORPORATION

OF

RECEIVED
SEC. OF STATE

91 JAN 28 AM 11 58

FIRTH SCHOOL DISTRICT NO. 59

EDUCATION FOUNDATION, INC.

RECEIVED
SEC. OF STATE

91 JAN 14 AM 9 06

The undersigned, a majority of who are citizens of the United States, acting under the Idaho Non-Profit Corporation Act, adopts the Articles of Incorporation as follows:

ARTICLE 1

The name of the corporation is FIRTH SCHOOL DISTRICT NO. 59 EDUCATION FOUNDATION, INC.

ARTICLE 11

This corporation is a non-profit corporation.

ARTICLE 111

The period of its duration is perpetual.

ARTICLE 1V

Section 1. Purposes. The purposes for which this corporation is formed are, in general, to promote, sponsor, and carry out educational purposes and objectives: and it may, but

RECEIVED
SEC. OF STATE
91 JAN 7 AM 9 14

not in limitation of the foregoing, receive, hold, own, manage, use, purchase, mortgage and dispose of property of all kinds, real, personal, and intangible, whether held absolutely or in trust, or by way of agency or otherwise, for the benefit of School District No. 59 schools and the educational activities that may be conducted by School District No. 59 schools.

Section 2. Powers. This corporation shall have and exercise all rights, powers, privileges and immunities provided by the Idaho Non-Profit Corporation Act, Idaho Code Section 30-301.

Section 3. Exempt Status. This corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the corporation is distributable to, or inures to the benefit of its directors or officers except to the extent permitted under the Idaho Non-Profit Corporation Act. 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, nor intervene in (including the publishing or idistribution of statement) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue law.)

Section 4. Dissolution of Corporation. 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 so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

The corporation is to be organized upon a nonstock, certificate of membership basis. Such memberships shall be nonredeemable, nontransferable, and nondividend bearing. The affairs of the corporation shall be vested in and managed by the Board of Directors. The conditions and regulations of membership and the rights and other privileges of the classes of membership shall be determined and fixed by the bylaws. The private property of the members of this corporation shall be not liable for its corporate debts.

ARTICLE VI

No part of the income of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation or any private individual (except that the

reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assests in dissolution of the corporation.

ARTICLE VII

This corporation is not a church and the management of its affairs shall be vested in the Board of Directors.

ARTICLE VIII

The street address of its initial registered office is: 319 Lincoln Street, Firth, Idaho 83236, and the name of its initial registered agent at such address is: Bert W. Nixon.

ARTICLE IX

The number of directors constituting the initial Board of Directors of the corporation is thirteen(13). The names and post office addresses of the persons who shall serve as the initial directors until the first annyal meeting or until the successors are elected and shall qualify are:

Bruce Anthony	237 Roosevelt, Firth, ID 83236
Lloyd Brittain	680 E 900 N, Shelley, ID 83274
Wilford (Bill) Chapman	720 N 600 E, Firth, ID 83236
J. Wade Chapman	614 E 800 N, Firth, ID 83236
Ned Crofts	615 E 700 N, Firth, ID 83236

Lori Gentillon	790 N 450 E Firth, ID 83236
Shirley Johnson	719 N 550 E Firth, ID 83236
Keith Jones	990 E 800 N Shelley, ID 83274
Peter Kontes	848 Highway 91 Firth, ID 83236
Louis Marsden	702 N 550 E Firth, ID 83236
Greg Nickerson	478 E 700 N Firth, ID 83236
Dianne Peck	606 Highway 91 Firth, ID 83236
Hallie Peterson	1046 E 700 N Shelley, ID 83274

ARTICLE X

The incorporator of the FIRTH SCHOOL DISTRICT No. 59 EDUCATION FOUNDATION, INC. is K.B. Rasmussen, 204 Woodlawn Place Montpelier, Idaho 83254.

ARTICLE XI

The power to make, alter, amend or appeal the bylaws of this corporation shall be vested in its Board of Directors, and the bylaws may contain any provision for the regulation and management of the affairs of this corporation not inconsistent with these Articles of Incorporation and the laws of the State of Idaho.

ARTICLE XII

The power to amend these Articles of Incorporation is expressly conferred upon the members.

Dated this 27 day of December, 1990.


Chairman