

**FILED**

**JUN 10 2 09 PM '99**

**SECRETARY OF STATE  
STATE OF IDAHO**

ARTICLES OF INCORPORATION  
OF

THE RICHARD R. OLENDORFF FOUNDATION, INC  
A NONPROFIT CORPORATION

IDAHO SECRETARY OF STATE

06/10/1999 09:00  
CX: 831160755 CI: 116671 MI: 224553

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Pursuant to the provisions of the Nonprofit Corporation Act of the State of Idaho, the undersigned initial directors hereby adopt the following Articles of Incorporation:

ARTICLE 1

The name of this corporation is The Richard R. Olendorff Foundation, Inc.

ARTICLE 2

The name and address of the registered agent and registered office of this corporation:

Robert N. Lehman  
1205 N. Roosevelt St.  
Boise, ID 83706

The name and address of the Incorporator of this corporation:

Robert N. Lehman  
1205 N. Roosevelt St.  
Boise, ID 83706

ARTICLE 3

The purposes for which this corporation is organized are:

1. To engage in any lawful act or activity for which corporations may be organized under the Idaho Nonprofit Corporation Act;
2. To receive money and to make donations;
3. To have standing to participate in the legal process. To sue or defend in court;
4. To make contracts and incur liabilities;
5. To elect or appoint officers and directors and to indemnify them against liability;
6. To own or hold both real estate and personal property and dispose of it;

7. To pay compensation and establish pension plans for employees;
8. Generally, to do anything lawful and necessary for the corporation to carry on its nonprofit purposes.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify for such purposes and the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE 4

The management of the affairs of the Corporation is to be vested in its officers and directors pursuant to Section 30-3-24 of the Idaho Nonprofit Corporation Act.

#### ARTICLE 5

The number of directors of this corporation shall be no less than three, and the means of appointing the Board of Directors shall be established by the bylaws. The names and addresses of the initial directors are as follows:

Robert N. Lehman, 1205 N. Roosevelt St., Boise, ID 83706

Richard R. Olendorff, Jr., 1320 New York St., Middleton, ID 83644

William E. Lehman, 1205 N. Roosevelt St., Boise, ID 83706

#### ARTICLE 6

The period of duration of this corporation is: Perpetual

#### ARTICLE 7

The corporation shall have no members.

#### ARTICLE 8

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation so as to result in the loss of exemption under Section 501(c)(3) of the Internal Revenue Code, and, this corporation shall not participate in, or intervene in (including the publishing or distribution of statement), any political campaign on behalf of, or in opposition to, any candidate for public office.

## ARTICLE 9

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its officers, directors, or other private persons, except that this 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 these articles.

## ARTICLE 10

Upon the dissolution of this corporation, its assets remaining after payment, or provisions for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for public purpose.

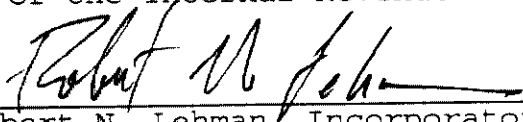
## ARTICLE 11

Any reference to a section of the Internal Revenue Code shall be interpreted to include a reference to the corresponding provisions of any applicable future United States Internal Revenue law.

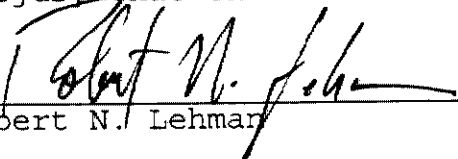
## ARTICLE 12

The Bylaws of the Corporation are to be made and adopted by, and may be altered, amended or rescinded by, the Directors.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

  
Robert N. Lehman, Incorporator

All of the initial Directors vote to approve and adopt the Articles of Incorporation and hereby declare under penalty of perjury that the statements made in the foregoing are true.

  
Robert N. Lehman

  
Richard R. Olendorff, Jr.

  
William E. Lehman

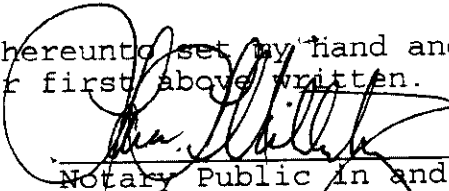
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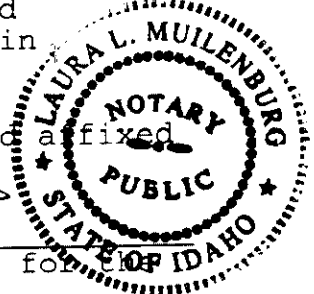
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County of Ada

On this 7 day of June, 1999, personally appeared before me Robert N. Lehman, to me known to be the individual described in and who executed the within and foregoing instrument and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes therein described.

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

  
Notary Public in and for  
State of Idaho  
Residing at Boise  
My commission expires: 8/23/2002



\* \* \* \* \*

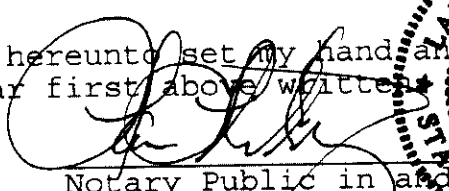
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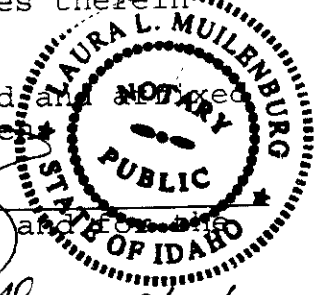
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County of

On this 7 day of June, 1999, personally appeared before me Richard R. Olendorff, Jr., to me known to be the individual described in and who executed the within and foregoing instrument and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes therein described.

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

  
Notary Public in and for  
State of Idaho  
Residing at Boise  
My commission expires: 8/23/2002



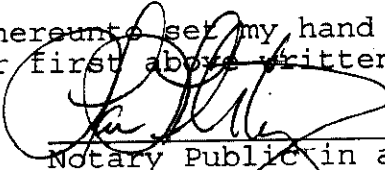
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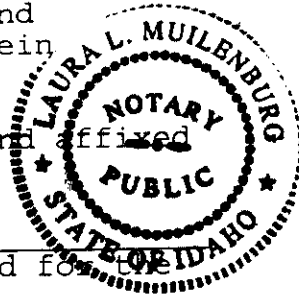
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County of

On this 7 day of June, 1999, personally appeared before me William E. Lehman to me known to be the individual described in and who executed the within and foregoing instrument and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes therein described.

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

  
Notary Public in and for the State of Idaho  
Residing at Boise  
My commission expires: 8/23/2002



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