

**FILED EFFECTIVE**

Filed at the Request of:

Susan Smith  
912 North 17<sup>th</sup>  
Boise, Idaho 83702

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SECRETARY OF STATE  
STATE OF IDAHO

AFTER FILING MAIL TO:

Linda B. Jones, Esq.  
HOLLAND & HART LLP  
Suite 1400, 101 S. Capitol Blvd.  
Boise, Idaho 83702

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ARTICLES OF INCORPORATION

OF

BOISE HIGH BRAVE PARENTS, INC.

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

ARTICLE I

The name of the Corporation is BOISE HIGH BRAVE PARENTS, INC.

ARTICLE II

The Corporation is a nonprofit corporation, organized under the Idaho Nonprofit Corporation Act, as amended (the "Act").

ARTICLE III

The period of duration of the Corporation shall be perpetual.

ARTICLE IV

The address of the initial registered office of the corporation is 912 North 17<sup>th</sup> Street, Boise, ID 83702, and the name of its initial registered agent at such address is Susan Smith.

IDAHO SECRETARY OF STATE  
05/06/2003 05:00  
CK: 1032 CT: 169652 BN: 678954  
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## ARTICLE V

A. The Corporation is organized exclusively for charitable, scientific, or educational purposes within the meaning of and pursuant to section 501(c)(3) of the Internal Revenue Code of 1986 (or under the corresponding provision of any future United States Internal Revenue law). References in these Articles to the "Code" shall be to the Internal Revenue Code of 1986, as amended from time to time.

## ARTICLE VI

A. No part of the income or net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the Corporation by any member, officer, director, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors); and provided further that no member, director or officer of the Corporation, or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided in section 501(h) of the Code. The Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

C. No part of the assets of the Corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

D. Upon dissolution of the Corporation, all of its real and non-real property assets remaining after providing for all obligations shall be paid over, transferred or conveyed only to one or more exempt organizations of the kind described in section 501(c)(3) of the Code.

E. The Corporation may transact any lawful activity or business, not for profit, in furtherance of the purposes stated herein, provided that, and notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax exempt under the provisions of section 501(c)(3) of the Code.

F. Notwithstanding any other provision of these Articles, should the Corporation ever be deemed to be and during any period that the Corporation is a “private foundation” within the meaning of section 509 of the Code, the Corporation shall be required to distribute its income for each taxable year of the Corporation at such time and in such manner as not to subject the Corporation to tax under section 4942 of the Code; and the Corporation shall be prohibited from engaging in any act of self-dealing as defined in section 4941(d) of the Code, from retaining any excess business holdings in violation of the provisions of section 4943(c) of the Code, from making any

investments in such manner as to subject the Corporation to tax under section 4944 of the Code, and from making any taxable expenditures as defined in section 4945(d) of the Code.

#### ARTICLE VII

The number of members on the Board of Directors of the Corporation shall be as established by the Bylaws of the Corporation, but in no event shall the number of directors be less than three (3). The names and addresses of the individuals who will serve as the initial directors until the first annual meeting of the Corporation are:

<b>Name</b>	<b>Address</b>
Susan Smith	912 North 17 <sup>th</sup> Street Boise, Idaho 83702
Kitty Looper	1100 Harcourt Boise, Idaho 83702
Laurie Dunbar	1712 North 19 <sup>th</sup> Street Boise, Idaho 83702

#### ARTICLE VIII

The Corporation will have no shareholders or members. The Corporation shall be governed by and all corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of the Board of Directors.

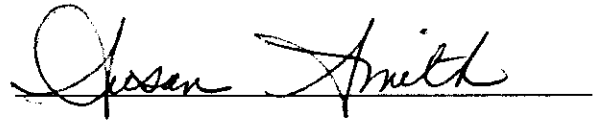
#### ARTICLE IX

There shall be no personal liability, either direct or indirect, of any director of the Corporation to the Corporation for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the Corporation for monetary damages for any breach, act, omission or transaction as to which the Idaho Nonprofit Corporation Act (as in effect from time to time) prohibits expressly the

elimination of liability. This provision shall not limit the rights of directors of the Corporation for indemnification or other assistance from the Corporation and the Corporation shall indemnify its, directors, officers, employees and agents to the fullest extent allowed by law. This provision shall not restrict or otherwise diminish the provisions of Section 30-3-85, Idaho Code.

CERTIFICATE OF ADOPTION

IN WITNESS WHEREOF, the undersigned has subscribed these Articles of Incorporation this 5<sup>th</sup> day of **May**, 2003.

A handwritten signature in cursive script, appearing to read "J. J. Smith", is written over a horizontal line.

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