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SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

CALDWELL ROTARY FOUNDATION, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Non-Profit Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME: The name of the corporation is **CALDWELL ROTARY FOUNDATION, INC..**

ARTICLE II

NON-PROFIT: The corporation is formed for non-profit purposes.

ARTICLE III

DURATION: The period of its duration is perpetual.

ARTICLE IV

PURPOSES: The purposes for which the corporation is organized are:

1. To conduct and carry on benevolent, charitable, civic and educational activities by promoting the means and opportunities for the education and enjoyment of the public; and to do all and every thing necessary, suitable, and proper for the attainment of any of the purposes hereinabove set forth, all within the meaning of Section 501(c)(3) of the Internal Revenue Code, and that the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

2. This corporation shall have and may exercise such powers as may be conferred upon a non-profit corporation by the laws

IDAHO SECRETARY OF STATE  
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1 of the State of Idaho, and as may be necessary and expedient for the  
2 administration of the affairs and attainment of the purposes of this  
3 corporation, provided that in no event shall this corporation engage  
4 in activities which are not benevolent, charitable, civic or  
5 educational in nature.

6 3. All of the properties and assets of this corporation  
7 are irrevocably dedicated to benevolent, charitable, civic and  
8 educational purposes. No part of the net earnings, properties or  
9 assets of this corporation on dissolution or otherwise shall enure  
10 to the benefit of any private person or individual or any member or  
11 director of this corporation, and on liquidation or dissolution all  
12 properties and assets of this corporation, remaining after paying or  
13 providing for all debts and obligations shall be distributed and  
14 paid over to one or more non-profit funds, foundations, or  
15 corporations organized and operated exclusively for benevolent,  
16 charitable, civic or educational purposes and which are exempt from  
17 income taxation under the laws of the State of Idaho and from income  
18 taxation under the Internal Revenue laws of the United States of  
19 America. In the event said Board of Directors fail to select such a  
20 distributee or if the named distributee is not qualified to accept  
21 said distribution, then the property of the corporation shall be  
22 distributed to one or more non-profit charitable funds, foundations,  
23 or corporations having functions as stated in the preceding  
24 sentence, and similarly exempt from the designated classes of  
taxation, or to the State of Idaho, or to any political subdivision  
thereof, for benevolent, charitable, civic or educational purposes,  
as shall be directed by decree of the District Court of the State of  
Idaho, in and for the County of Canyon, upon petition filed by any  
party concerned in the liquidation.

#### ARTICLE V

20 STOCK. This corporation does not have and shall not have  
any capital stock.

#### ARTICLE VI

23 REGISTERED OFFICE AND REGISTERED AGENT: The address of  
the initial registered office of the corporation is, 1803 Ellis  
Avenue, Caldwell, Idaho 83605, and the name of its initial

1 registered agent is, Terry L. Scott, 1803 Ellis Avenue, Caldwell,  
2 Idaho 83605.

3 ARTICLE VII

4 MEMBERSHIP: This corporation shall have a membership to  
5 be selected in accordance with the provisions of its By-Laws. There  
6 shall be no limitation on the number of members so long as they are  
7 active members of the Caldwell Rotary Club, and they shall all  
8 belong to one class and shall have full equality of right. Members  
9 shall have no property rights in the corporation or any of its  
10 assets.

11 ARTICLE VIII

12 DIRECTORS: The number of directors constituting the  
13 initial board of directors of the corporation shall be five (5), and  
14 the names and addresses of the persons who are to serve as directors  
15 until the first annual meeting of members or until their successors  
16 are elected and shall qualify are:

13	<u>NAME</u>	<u>ADDRESS</u>
14	Jerald Bauman	910 E. Ash St. Caldwell, ID 83605
15		
16	Charles McHugh	607 Kiser Lane Caldwell, ID 83607
17		
18	K. Vaughn Wagoner	1005 Karndell St. Caldwell, ID 83605
19		
20	Robert Jenkins	16091 Orchard Ave. Caldwell, ID 83607
21		
22	Don Suggs	259 E. Twin Willow Boise, ID 83706
23		
24		

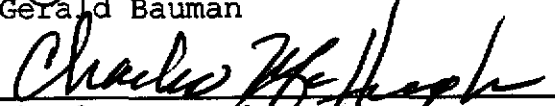
## ARTICLE IX

INCORPORATORS: The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Jerald Bauman	910 E. Ash St. Caldwell, ID 83605
Charles McHugh	607 Kiser Lane Caldwell, ID 83607
K. Vaughn Wagoner	1005 Karndell St. Caldwell, ID 83605
Robert Jenkins	16091 Orchard Ave. Caldwell, ID 83607
Don Suggs	259 E. Twin Willow Boise, ID 83706

Dated this 10th day of October, 2007

  
Gerald Bauman

  
Charles McHugh

  
K. Vaughn Wagoner

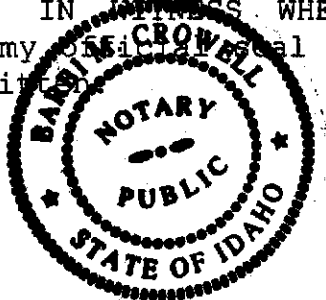
  
Robert Jenkins

  
Don Suggs

1 STATE OF IDAHO )  
2 ) ss.  
3 County of Canyon )

4 On this 10<sup>th</sup> day of October, 2007, before me, the  
5 undersigned, a Notary Public in and for said State, personally  
6 appeared Gerald Bauman, known or identified to me to be the person  
7 whose name is subscribed to the within instrument, and acknowledged  
8 to me that he executed the same.

9 IN WITNESS WHEREOF, I have hereunto set my hand and  
10 affixed my official seal the day and year in this certificate first  
11 above written.

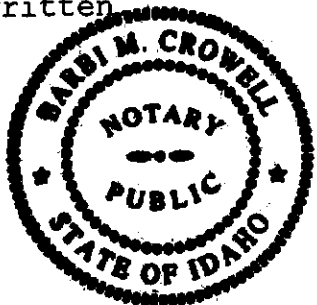


Barb M. Crowell  
Notary Public for Idaho  
Residing at Caldwell, Idaho  
My commission expires 03/11/2009

12 STATE OF IDAHO )  
13 ) ss.  
14 County of Canyon )

15 On this 10<sup>th</sup> day of October, 2007, before me, the  
16 undersigned, a Notary Public in and for said State, personally  
17 appeared Charles McHugh, known or identified to me to be the person  
18 whose name is subscribed to the within instrument, and acknowledged  
19 to me that he executed the same.

20 IN WITNESS WHEREOF, I have hereunto set my hand and  
21 affixed my official seal the day and year in this certificate first  
22 above written.

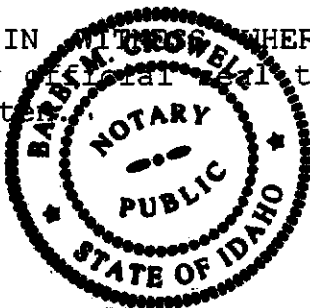


Barb M. Crowell  
Notary Public for Idaho  
Residing at Caldwell, Idaho  
My commission expires 03/11/2009

1 STATE OF IDAHO )  
2 ) ss.  
3 County of Canyon )

4 On this 11th day of October, 2007, before me, the  
5 undersigned, a Notary Public in and for said State, personally  
6 appeared K. Vaughn Wagoner, known or identified to me to be the  
7 person whose name is subscribed to the within instrument, and  
8 acknowledged to me that he executed the same.

9 IN WITNESS WHEREOF, I have hereunto set my hand and  
10 affixed my official seal the day and year in this certificate first  
11 above written.



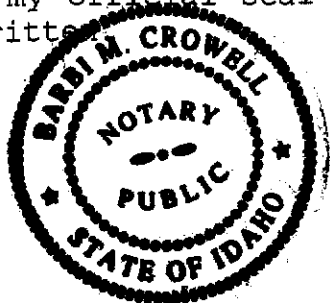
*Barb M. Crowell*

Notary Public for Idaho  
Residing at Caldwell, Idaho  
My commission expires 03/11/2009

12 STATE OF IDAHO )  
13 ) ss.  
14 County of Canyon )

15 On this 11th day of October, 2007, before me, the  
16 undersigned, a Notary Public in and for said State, personally  
17 appeared Robert Jenkins, known or identified to me to be the person  
18 whose name is subscribed to the within instrument, and acknowledged  
19 to me that he executed the same.

20 IN WITNESS WHEREOF, I have hereunto set my hand and  
21 affixed my official seal the day and year in this certificate first  
22 above written.



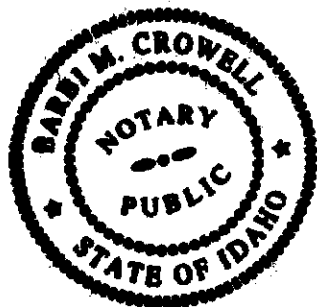
*Barb M. Crowell*

Notary Public for Idaho  
Residing at Caldwell, Idaho  
My commission expires 03/11/2009

1 STATE OF IDAHO )  
2 ) ss.  
3 County of Canyon )

4 On this 26<sup>th</sup> day of October, 2007, before me, the  
5 undersigned, a Notary Public in and for said State, personally  
6 appeared Don Suggs, known or identified to me to be the person whose  
7 name is subscribed to the within instrument, and acknowledged to me  
8 that he executed the same.

9 IN WITNESS WHEREOF, I have hereunto set my hand and  
10 affixed my official seal the day and year in this certificate first  
11 above written.



*Barni M. Crowell*

Notary Public for Idaho  
Residing at Caldwell, Idaho  
My commission expires 03/11/2009

GIGRAY, MILLER & DOWNEY  
Attorneys at Law  
9th and Dearborn Sts., P.O. Box 640  
Caldwell, Idaho 83606-0640  
Telephone - 208-439-0091