

State of Idaho

Department of State

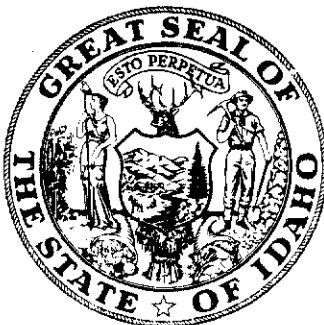
CERTIFICATE OF INCORPORATION OF

JEFFERSON COUNTY SCHOOL DISTRICT NO. 251
EDUCATION FOUNDATION, INC.
File Number C 117500

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 JEFFERSON COUNTY SCHOOL DISTRICT NO. 251 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: December 20, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alisa A. Hartley*

ARTICLES OF INCORPORATION
OF
JEFFERSON COUNTY SCHOOL DISTRICT NO. 251
EDUCATION FOUNDATION, INC.

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

ARTICLE I

The name of this corporation shall be JEFFERSON COUNTY SCHOOL DISTRICT NO. 251 EDUCATION FOUNDATION, INC.

ARTICLE II

This corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

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 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. 251 schools and the educational activities that may be conducted by School District No. 251 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 § 30-3-1 et. seq., as amended.

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 distribution of statements) 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 Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) 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 of by the Jefferson County District Court, 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 except following approval of existing members, 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 By-Laws. 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 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 assets 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: 201 Idaho Avenue, Rigby, Idaho 83442, and the name of its initial registered agent at such address is George Ellsworth.

ARTICLE IX

The number of directors constituting the initial Board of Directors of the corporation is twelve (12). The names and post office addresses of the persons who shall serve as the initial directors until the first annual meeting or until the successors are elected and shall qualify are:

<u>Names of Directors</u>	<u>Street Addresses of All Directors</u>
Bonnie Peterson	416 North 3900 East, Rigby, ID 83442
Dr. Mark Peterson	496 North 4154 East, Rigby, ID 83442
Dr. Glade Peterson	3790 East 100 North, Rigby, ID 83442
George Ellsworth	599 North 3400 East, Lewisville, ID 83442
Bob Pickett	476 N State, Rigby, ID 83442
Sid Jenson	2552 East 400 North, Roberts, ID 83444
Lyle Taylor	289 North 3400 East, Rigby, ID 83442
Kathy Weaver	2989 East 650 North, Roberts, ID 83444
Jerry Hall	793 North 3900 East, Rigby, ID 83442
Don Price	200 North 4000 East, Rigby, ID 83442
Beverly Taylor	1192 North 3700 East, Menan, ID 83434
Tim Smith	3393 East 200 North, Rigby, ID 83442

ARTICLE X

The name and street address of the incorporators are: Bob Pickett of 476 North State, Rigby, Idaho 83442; Mark Peterson of 496 North 4154 East, Rigby, Idaho 83442; and, Tim Smith of Higgins, Galusha & Higgins of 444 B Street, Idaho Falls, Idaho 83402.

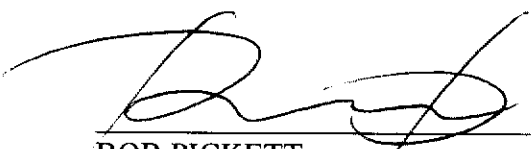
ARTICLE XI

The power to make, alter, amend or appeal the By-Laws of this corporation shall be vested in its Board of Directors, and the By-Laws 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.

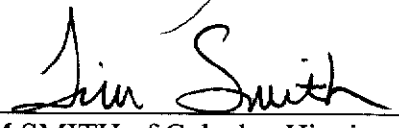
ARTICLE XII

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

IN WITNESS WHEREOF, We have hereunto set our hands and seals in duplicate originals this 17 day of Dec, 1996.


BOB PICKETT

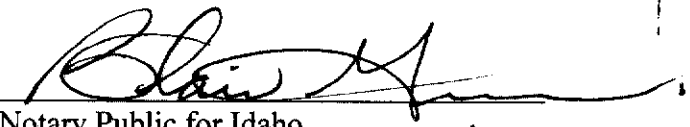

MARK PETERSON


TIM SMITH of Galusha, Higgins & Galusha

STATE OF IDAHO)
) ss
County of Jefferson)

I, BLAIR GROVER, a notary public, do hereby certify that on this 17th day of December, 1996, personally appeared before me BOB PICKETT, MARK PETERSON, and TIM SMITH who, being by me first duly sworn, declared that they are Incorporators of JEFFERSON COUNTY SCHOOL DISTRICT NO. 251 EDUCATION FOUNDATION, INC., that they signed the foregoing document as Incorporators of the corporation, and that the statements therein contained are true.

(Seal)


Notary Public for Idaho
Residing at: *Highway, Idaho*
My Commission Expires: *10/21/97*