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SECRETARY OF STATE  
STATE OF IDAHO

## ARTICLES OF INCORPORATION

FOR

Student Business Incubator, INC.

### A NON-PROFIT CORPORATION

The undersigned, a majority of whom are citizens of the United States, acting as incorporator(s) or a nonprofit corporation ("Corporation") under the Idaho Nonprofit Corporation Act ("Act"), adopt the following Articles of Incorporation for such Corporation.

#### ARTICLE I. NAME

The name of the Corporation is Student Business Incubator, INC.

#### ARTICLE II. NONPROFIT STATUS

The Corporation is a nonprofit corporation.

#### ARTICLE III. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

#### ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The location of this Corporation is in the City of Moscow, County of Latah, State of Idaho. The name of the initial registered agent is John B. Crout, and the initial registered office is 1425 S. Mountainview Rd., Moscow, Idaho 83843.

#### ARTICLE V. INCORPORATOR

The name and street address of the incorporator is:

John B. Crout  
1425 S. Mountainview Rd. E-3  
Moscow, Idaho 83843

#### ARTICLE VI. MEMBERSHIP

The Corporation shall not have members.

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## ARTICLE VII. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the Initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Board of Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

John B. Crout  
1425 S. Mountainview Rd. E-3  
Moscow, ID 83843

Marcia Cooke  
1642 Damen  
Moscow, ID

Jeannie Wetmore-Jones  
515 Grant Ct.  
Moscow, ID 83843

Cassandra Livingston  
9318 Jaywood Dr.  
Houston, TX 77040

Debbie Maim  
13602 Southeast Angus St.  
Vancouver, WA 98683

## ARTICLE VIII. POWERS

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Act, but in no event shall the Corporation have powers not permitted under 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## ARTICLE IX. PURPOSES

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Corporation will provide services necessary to improve the skills, quality and marketability of students, ages 14 through 21, by establishing a universal training system of vocational, educational, and social skills through an entry-level business environment. Our mission is to develop and nurture quality work ethics, professionalism, perseverance and self-confidence to promote and achieve positive integration into society.

The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained within instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Idaho Nonprofit Corporations Act, but in no event shall the Corporation have powers not permitted under 501(e)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **ARTICLE X. RESTRICTIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the 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 Article V. hereof. 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, or intervene in (including the publishing or distribution of statements any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

#### **ARTICLE XI. DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or the corresponding section of any future federal tax code or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of by a Court of Competent Jurisdiction 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 XII. AMENDMENT

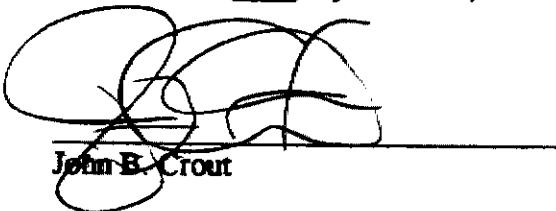
These Articles of Incorporation may be amended from time to time as provided by the statute or the Bylaws of the Corporation, provided, however, that no amendment shall be made which would alter the purposes for which the Corporation is organized as set forth in Article IX, or would cause any benefit to accrue to any officer, director, or incorporator.

#### ARTICLE XIII. BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

I, the undersigned, hereby execute these Articles of Incorporation.

Dated on this 13 day of March, 1998.

  
John B. Crout