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SECRETARY OF STATE  
STATE OF IDAHO

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**BRINKMEYER EDUCATIONAL FOUNDATION, INC.**

AMENDED AND RESTATED Articles of Incorporation of Brinkmeyer Educational Foundation, Inc., are hereby executed by said Corporation as follows:

1. The name of the Corporation is Brinkmeyer Educational Foundation, Inc.

2. The Amended and Restated Articles of Incorporation of said Corporation are the following:

**AMENDMENT AND RESTATEMENT OF  
ARTICLES OF INCORPORATION OF  
BRINKMEYER EDUCATIONAL FOUNDATION, INC.**

WHEREAS, the Directors and Member of the Corporation desire to reform and restate the Articles of Incorporation of the Corporation.

NOW THEREFORE, the Articles of Incorporation are hereby amended and restated as follows, to wit:

KNOW ALL MEN BY THESE PRESENTS: That Marc A. Brinkmeyer, the undersigned, being a natural person of legal age and a citizen of the United States of America, in order to form a Corporation not for profit, pursuant to the laws of the State of Idaho, does hereby certify as follows:

**ARTICLE I - NAME**

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The name of the Corporation is the "Brinkmeyer Educational Foundation, Inc."

#### **ARTICLE II - DURATION**

The duration of the Corporation shall be perpetual.

#### **ARTICLE III - PURPOSE**

The Corporation is organized to make distributions to individuals as scholarships, loans, grants or other forms of assistance for use toward educational advancement and to organizations for use in furthering educational pursuits and is organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE IV - MEMBERS**

The Corporation shall not have Members.

#### **ARTICLE V - REGISTERED OFFICE**

The registered office of the Corporation is located at 30 Riley Creek Park Drive, Laclede, Idaho 83841.

#### **ARTICLE VI - REGISTERED AGENT**

The registered agent of the Corporation, whose address is the same as that of the registered office of the Corporation is Marc. A. Brinkmeyer.

#### **ARTICLE VII - BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors. The number of members of such Board of Directors shall be established from time to time in accordance with the Bylaws, but at no time

shall the number of Directors be less than three (3) or more than six (6). The names and addresses of the persons who are to act as the Board of Directors of the Corporation, to serve until their successors have been selected, are:

Marc. A. Brinkmeyer  
30 Riley Creek Park Drive  
Laclede, Idaho 83841

Vicki V. Brinkmeyer  
30 Riley Creek Park Drive  
Laclede, Idaho 83841

Todd Brinkmeyer  
810 Henry Street #420  
Post Falls, Idaho 83854

The selection process for Board members, as well as their terms, removal and duties, shall be provided for in the Bylaws of the Corporation.

#### **ARTICLE VIII - INCORPORATOR**

The name and address of the incorporator of the Corporation are as follows:

Marc A. Brinkmeyer  
30 Riley Creek Park Drive  
Laclede, Idaho 83841

#### **ARTICLE IX - DISSOLUTION**

The Corporation may be dissolved upon the affirmative vote of two-thirds (2/3) of the Board of Directors of the Corporation then fixed by the Bylaws, entitled to vote such vote being taken at a meeting of the Board of Directors called for that purpose, or upon the written consent of all Directors of the Corporation. Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation, nor any of

the proceeds thereof, shall be distributed to, or inure to the benefit of, any of the Directors of the Corporation, but all such property and proceeds shall, subject to the discharge of valid obligations of the Corporation and to applicable provisions of law, be distributed, as directed by the Board of Directors of the Corporation, to or among any one or more corporations, trusts, community chests, funds or foundations described in § 501(c)(3) of the Internal Revenue Code or any successor provisions.

#### **ARTICLE X - AMENDMENTS**

Amendments to these Articles shall require the affirmative vote of majority of the Directors of the Corporation then in office in accordance with Idaho Code § 30-3-90.

#### **ARTICLE XI - ORGANIZATION**

The affairs of the Corporation shall be managed by its Board of Directors. The manner of acting and the number of Directors necessary for a quorum shall be determined in accordance with the Bylaws. In no event shall a quorum consist of less than one-third (1/3) of the Directors then in office or two (2) Directors, whichever is greater. The officers shall be elected by the Board of Directors and shall be those as may be provided in the Bylaws.

#### **ARTICLE XII - RESTRICTIONS**

Pecuniary profit is not the object or purpose of the Corporation. The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of § 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation

shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

The property of this organization is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any Director or officer thereof or to the benefit of any private person.

3. This Amended and Restated Articles of Incorporation contains numerous amendments to the Articles of Incorporation and therefore requires the approval of the Members.

4. The date of the adoption of said amendment by the Members of the Corporation was May 19, 2010.

5. The number of Members of of Brinkmeyer Educational Foundation, Inc., entitled to vote on the amendment is one (1), whereby these Amended and Restated Articles of Incorporation would be amended.

6. In accordance with Idaho Code § 30-3-93(5), the number of Members voted for and against said amendment, respectively, was as follows:

For Amendment	One (1) Member
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Against Amendment	No Members
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DATED this 18 day of May, 2010.

Brinkmeyer Educational Foundation,  
Inc.

By: [Signature]  
Marc A. Brinkmeyer, President

Attest:

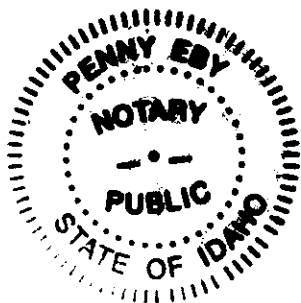
[Signature]  
Vicki Brinkmeyer  
"Secretary"

STATE OF IDAHO )  
COUNTY OF Bonner ) ss.

On this 18 day of May, 2010,  
before me, the undersigned, a Notary Public in and for said  
State, personally appeared, Marc A. Brinkmeyer, President of  
Brinkmeyer Educational Foundation, Inc., an Idaho non-profit  
corporation, known or identified to me to be the entity whose  
name is subscribed in the instrument, and acknowledged to me that  
he, on behalf of Brinkmeyer Educational Foundation, Inc.,  
executed the same.

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

(SEAL)



Penny Eby  
Notary Public for Idaho  
My Commission expires: 8-28-2015