

ARTICLES OF INCORPORATION
OF
THE WILDER COMMUNITY AND PUBLIC SCHOOLS FOUNDATION, LIMITED

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SECRETARY OF STATE
STATE OF IDAHO

TO: THE SECRETARY OF STATE, STATE OF IDAHO

The Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, and desiring to form a Non-Profit Corporation under the provisions of Title 30, Chapter 3 Idaho Code, submit the following Articles of Incorporation and hereby certify:

ARTICLE I
NAME

The name of the Corporation shall be *The Wilder Community and Public Schools Foundation, Limited*.

ARTICLE II
DURATION

The Corporation shall have perpetual duration.

ARTICLE III
PRINCIPLE OFFICE AND ADDRESS

The place in this state where the principle office of the Corporation is to be located is the City of Wilder, Canyon County. The mailing address is to be 25601 Fern Lane, Wilder, Idaho 83676.

ARTICLE IV
PURPOSES AND POWERS

Said Corporation is organized exclusively for charitable and educational 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 the corresponding section of any future Federal tax code.

More particularly, the purpose for which the Corporation is formed, and the objectives to be promoted and obtained by the Corporation, is to serve the educational needs of the Community of Wilder, Idaho, Idaho Public School Boards, Idaho Public Schools and Idaho Public School students. The Corporation is irrevocably dedicated to and operated exclusively for non-profit

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purposes and shall not operate for the purposes of carrying on a business or trade for profit.

Pursuant to and consistent with the above identified purposes, the Corporation may accept, hold, invest, administer gifts, legacies, bequests, devises, funds and property of any sort or nature, and use, expand, or donate the income or principal thereof for, and to devote the same to, the above identified charitable and educational purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the lawful purposes of the Corporation.

To have and exercise all the powers and rights conferred by the laws of the State of Idaho upon non-profit corporations. No act may be performed, however, which would result in the Corporation's violation of Section 501(c)(3) of the *Internal Revenue Code* of 1986, as amended.

ARTICLE V INITIAL DIRECTORS AND INCORPORATORS

The names and addresses of the persons who are the initial directors and the incorporators of the Corporation are as follows:

1. Julie Marlatt, 25601 Fern Lane, Wilder, Idaho 83676
2. Mike McGarvin, 25601 Fern Lane, Wilder, Idaho 83676
3. Dave Smith, 27607 Petolla Road, Wilder, Idaho 83676
4. John E. Bechtel, 619 Canyon Avenue, Wilder, Idaho 83676
5. Ray Gross, 19161 Travis Road Wilder, Idaho 83676

The initial directors are to serve until the next annual meeting of the Board of Directors or until their successors shall be elected and qualified in accordance with the Corporation's By-Laws.

ARTICLE VI DIRECTORS AND MEMBERS

The manner by which the directors of the Corporation are elected or appointed shall be provided for in the By-Laws of the Corporation. The Corporation will have voting Members.

ARTICLE VII

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 IV 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, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a regular corporation exempt from federal income tax under section 501(c)(3) of the *Internal Revenue Code*, or corresponding section of any future *Federal Tax Code*; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the *Internal Revenue Code*, or corresponding section of any future *Federal Tax Code*. In addition, 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 VIII REGISTERED OFFICE AND AGENT

The address of the Corporation's Initial Registered Office in the State of Idaho is 25601 Fern Lane, Wilder, Idaho 83676, and the name the Corporation's initial Registered Agent at the above address is Julie Marlatt.

ARTICLE IX DISSOLUTION

Upon the dissolution of the Corporation, all corporate assets shall be distributed consistent with the requirements of Section 501(c)(3) of the *Internal Revenue Code*, or the corresponding section of any future federal tax code. Corporate assets shall be distributed to the City of Wilder and/or the Wilder School District, the specific distribution of such assets to be determined by The Board of Directors of the Corporation, at its discretion and for the sole purpose of benefiting the Wilder Community and/or the Wilder School District. Such distribution shall be solely for public purposes. Any Corporate asset(s) not so distributed, shall be distributed by a Court of Competent Jurisdiction located in the county in which the principal office of the Corporation is then located, exclusively for such purposes or for such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X INDEMNIFICATION

A Director shall have no personal liability to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director. A Director is, however, liable for any breach of the Director's duty of loyalty to the Corporation, and for any acts or omissions not performed in good faith or which

involved intentional misconduct or knowing violation of any law, federal, state or local, and/or for a transaction for which the trustee derives an improper, personal benefit or otherwise violates Idaho Code section 30-3-81 ("Conflict of Interest"). This Article, however, does not even eliminate or limit the liability of a Director for an act or omission occurring prior to the date when this Article became effective.

IN WITNESS WHEREOF we have here unto subscribed our names this ~~December~~ ^{31st} ~~2011~~ ^{January} day of ~~December~~ ^{January} 15, 16, 31st, 2011 & 2012 -

Dated as of the 16 day of December, 2011.

Julie Marlatt
Julie Marlatt

Dated as of the 15 day of Dec., 2011.

Mike McGarvin
Mike McGarvin

Dated as of the 17 day of JANUARY, 2011.

Dave Smith
Dave Smith

Dated as of the 16th day of December, 2011.

John E. Bechtel
John E. Bechtel

Dated as of the 3 day of Jan, 2012

Ray Gross
Ray Gross