

FILED EFFECTIVE

ARTICLES OF INCORPORATION
OF

LEWISTON HIGH SCHOOL ALUMNI ASSOCIATION, INC.

The undersigned, as the Board of Directors of a profit corporation, under the provisions of Title 30, Chapter Idaho Code, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name and Address. The name of the corporation is LEWISTON HIGH SCHOOL ALUMNI ASSOCIATION, INC. The mailing address of the corporation shall be Post Office Drawer E, Lewiston, Idaho 83501.

ARTICLE II

Period of Duration. The period of duration of this corporation is perpetual.

ARTICLE III

Purpose. The purposes for which this corporation is organized are as follows:

1. This organization is organized exclusively for educational, scientific and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
 2. To operate and dedicate the corporate assets for the exclusive purpose of providing and administering scholarship benefits for graduates of Lewiston High School, Lewiston, Idaho, and to receive gifts, devises and bequests and to use the funds or the income therefrom for the purposes set forth herein.
 3. To operate as an exempt organization as provided by Section 501(c)(3) of the Internal Revenue Code or regulations supplementary thereto.
 4. To do everything necessary, advisable, proper or convenient to carry out the foregoing purposes and to do all things incidental to them or connected with them so long as such acts are not forbidden by State or Federal law and so long as such acts do not constitute a non-exempt purpose as provided by Section 501(c)(3) of the Internal Revenue Code or regulations supplementary thereto unless said non-exempt purpose or purposes together form only an insubstantial part of the corporation's activities.
 5. The Board of Directors, subject to any specific limitations or restrictions imposed by the Act or by these Articles of
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Incorporation or by Section 501(c)(3) of the Internal Revenue Code or regulations supplementary thereto, shall direct the carrying out of the purposes of the corporation.

6. There shall be no private inurement; the Board of Directors and other individuals related to this corporation shall not receive financial gain from the organization over and above fair value for services rendered.

ARTICLE IV

Powers. The corporation shall be entitled to do anything authorized by applicable Idaho corporate statutory provisions subject to any written limitation or restrictions imposed by these Articles of Incorporation or by Section 501(c)(3) of the Internal Revenue Code or regulations supplementary thereto.

The corporation is specifically prohibited in engaging in the following acts:

1. Engaging in activities that in themselves are not in furtherance of one or more exempt purposes.
2. Allowing more than an insubstantial part of its activities to influence legislation by propaganda or otherwise.
3. Engaging in direct or indirect participation or intervention in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V

Membership. The corporation shall have no voting members and shall have no capital stock.

ARTICLE VI

Bylaws. The initial Bylaws of this corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the Idaho corporate statutory provisions, these Articles of Incorporation, Section 501(c)(3) of the Internal Revenue Code or regulations supplementary thereto.

ARTICLE VII

Officers. The officers of the corporation shall consist of a President, Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors at such time and in such manner as may be prescribed by the Bylaws. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors or chosen in such other manner as may be prescribed by the Bylaws. The offices of President and Secretary shall not be held by the same person. The officers shall have such powers specifically enumerated in or implied by the Bylaws.

ARTICLE VIII

Data Respecting Directors. The affairs of the Corporation shall be managed by its Board of Directors. The number of directors constituting the initial Board of Directors is three (3) members. The names and addresses of the persons who are to serve as members of the initial Board until their successors are elected and shall qualify are:

NAME	ADDRESS
John R. Tait	Post Office Drawer E Lewiston, ID 83501
Phil Charlo	2233 - 2nd Street Lewiston, ID 83501
Ron Karlberg	1303 - 3rd Street Lewiston, ID 83501

The number of directors may be increased or decreased from time to time by amendment of the Bylaws but no decrease shall have the effect of decreasing the number of directors below three or shortening the term of any existing director. In the absence of a provision in the Bylaws fixing the number of directors, the number of directors shall be three (3). The directors need not be a resident of Idaho. Other than the Directors constituting the initial Board of Directors, named above, the Directors shall be elected or appointed as provided in the Bylaws of the Corporation.

ARTICLE IX

Address and Name of Initial Registered Agent. The street address of the registered office of the corporation is 312 Miller Street, Lewiston, Idaho, and the registered agent at such address is John R. Tait.

ARTICLE X

Incorporators. The names and addresses of the incorporators of said corporation are:

John R. Tait	Post Office Drawer E Lewiston, ID 83501
Phil Charlo	2233 - 2nd Street Lewiston, ID 83501
Ron Karlberg	1303 - 3rd Street Lewiston, ID 83501

ARTICLE XI

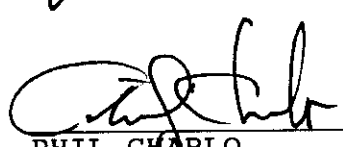
Winding Up and Dissolution. Upon the winding up and dissolution of the corporation and after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable, education, religious and/or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. If the Lewiston Independent Foundation for Education, Inc. (LIFE) shall be qualified under Section 501(c)(3) of the Internal Revenue Code, as a qualified recipient of the assets of this corporation upon dissolution, the assets shall be distributed to the Lewiston Independent Foundation for Education, Inc. to be used for the purposes as defined by this Corporation. In the event the Lewiston Independent Foundation for Education, Inc. or a successor organization is not capable of receiving said assets, the assets shall be distributed to and become the property of the Lewiston Independent School District No. 1 or its successor school district responsible for educating children in Lewiston, Nez Perce County, Idaho. Any such assets not so distributed

shall be distributed by the District Court of Nez Perce County, Idaho, in which the principal office of the Corporation is located, exclusively for scholarships or a scholarship fund to provide for post high school scholarships for further education of students of Lewiston, Idaho, and for such purposes or to such organizations, as such Court shall determine to be consistent with the purposes of the Corporation.

IN WITNESS WHEREOF, we, the Board of Directors of LEWISTON HIGH SCHOOL ALUMNI ASSOCIATION, INC., have hereunto set out hands and our seals to these Articles of Incorporation this 19 day of July, 2009.



JOHN R. TAIT



PHIL CHARLO

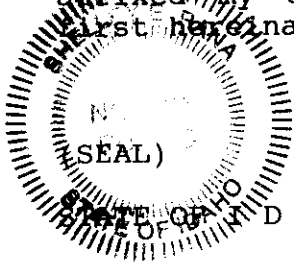


RON KARLBERG

STATE OF I D A H O)
: ss.
County of Nez Perce)

On this 19th day of July, 2004, before me,
Doreley E. Roney, the undersigned, a Notary Public in
and for said state, personally appeared JOHN R. TAIT, known or
identified to me to be the person whose name is subscribed to the
foregoing instrument, and acknowledged to me that he 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 hereinabove written.

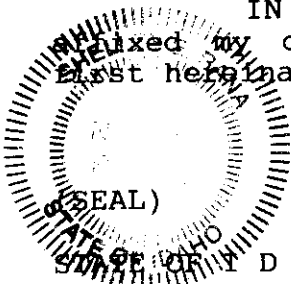


Doreley E. Roney
Notary Public for Idaho
Residing at Lewiston, Idaho
My Commission Expires: 5-27-10

STATE OF I D A H O)
: ss.
County of Nez Perce)

On this 19 day of July, 2004, before me,
Doreley E. Roney, the undersigned, a Notary Public in
and for said state, personally appeared PHIL CHARLO, known or
identified to me to be the person whose name is subscribed to the
foregoing instrument, and acknowledged to me that he 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 hereinabove written.

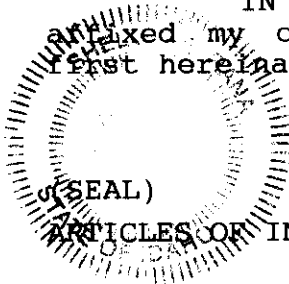


Doreley E. Roney
Notary Public for Idaho
Residing at Lewiston, Idaho
My Commission Expires: 5-27-10

STATE OF I D A H O)
: ss.
County of Nez Perce)

On this 19th day of July, 2004, before me,
Doreley E. Roney, the undersigned, a Notary Public in
and for said state, personally appeared RON KARLBERG, known or
identified to me to be the person whose name is subscribed to the
foregoing instrument, and acknowledged to me that he 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 hereinabove written.



Doreley E. Roney
Notary Public for Idaho
Residing at Lewiston, Idaho
My Commission Expires: 5-27-10

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