

90344

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

THE JOHN F. NAGEL FOUNDATION, INC.

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 _____

THE JOHN F. NAGEL 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 September 14, 19 89.



Pete T. Cenarrusa
SECRETARY OF STATE

Elizabeth M. Zabel
Corporation Clerk

SEP 14 3 49 PM '89

ARTICLES OF INCORPORATION SECRETARY OF STATE

OF

THE JOHN F. NAGEL FOUNDATION, INC.

AN IDAHO NON-PROFIT CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each of whom are of legal age and a citizen of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Idaho, including Idaho Code, §§ 30-301, et. seq. Pursuant thereto we certify as follows:

ARTICLE I

Name

The name of this non-profit Corporation is:

THE JOHN F. NAGEL FOUNDATION, INC.

ARTICLE II

Period of Duration

This Corporation shall have perpetual existence.

ARTICLE III

Purposes

The purpose of this Corporation is to create an endowment, the earnings from which shall be distributed as granted to entities which are tax-exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (hereafter "Code"). In the carrying out of its purposes, the Corporation shall be operated exclusively to:

- (a) Receive and administer funds for charitable, scientific, literary and/or educational purposes within the meaning of the Code, and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the Board of Directors, will best promote and achieve the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any laws applicable thereto, including, without limitation, the Code insofar as applicable to the Corporation as an organization exempt under §501(c)(3) of the Code.
- (b) No part of the net earnings of the Corporation shall inure to the benefit of any Member, Director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services actually rendered to or for the Corporation to accomplish its purposes), and no Member, Director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the assets of the Corporation on its dissolution.

- (c) No substantial part of the activities of the Corporation shall be or involve the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) of any political campaign on behalf of any candidate for public office.
- (d) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code, or the corresponding provisions of any subsequent federal tax laws.
- (e) The Corporation shall not engage in any act of self-dealing as defined in §4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws.
- (f) The Corporation shall not retain any excess business holdings as defined in §4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws.
- (g) The Corporation shall not make any investments in such manner as to subject it to tax under §4944 of the Code, or corresponding provisions of any subsequent federal tax laws.
- (h) The Corporation shall not make any taxable expenditures as defined in §4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

- (i) Notwithstanding any provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under §501(c)(3) of the Code, and its Regulations, as the Code and Regulations now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under §170(c)(2) of the Code and Regulations as they now exist or as they may hereafter be amended.
- (j) The Corporation may 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 Members, Directors or officers, except as permitted under the Idaho Non-Profit Corporation Act (Title 30, Chapter 3, Idaho Code) and the Code.

ARTICLE IV

Powers

The Corporation shall have and exercise all such powers as are by law conferred upon such corporations of like character and, in carrying out its purposes, this Corporation may do any and all things necessary thereto and may exercise any and all powers not prohibited by these Articles of Incorporation or by applicable law and not prohibited to non-profit tax-exempt corporations.

ARTICLE V

Registered Agent

The Registered Agent of this Corporation is hereby designated as Robert J. Ennis and the Registered Office of this Corporation is hereby designated as 4477 Emerald Street, Suite C250, Boise, Idaho 83706, which address is the business office of the Registered Agent designated as above set forth.

ARTICLE VI

Membership

Any person shall be eligible for membership in this Corporation upon affirmative action of the Board of Directors as provided in the By-Laws. The Corporation shall issue to each Member a Certificate of Membership in this Corporation and each Member shall be entitled to one (1) vote and shall have an equal right to, and interest in, this Corporation. The voting power of every Member of this Corporation shall be equal to the voting power of every other Member hereof. Membership in the Corporation shall terminate as provided for in the By-Laws.

ARTICLE VII

Non-Assessable

The Membership Certificates of this Corporation are not assessable and all Membership Certificates issued shall conspicuously note on the face thereof such that the same is not assessable.

ARTICLE VIII

Initial Directors

The number of Directors constituting the initial Board of Directors of this Corporation shall be no less than five (5) nor more than fifteen (15), the exact number of which shall be set forth in the By-Laws of the Corporation. The number of Directors constituting the initial Board of Directors shall be five (5), whose names, addresses and initial terms of office are as follows:

<u>Name and Address</u>	<u>Term of Office</u>
Mildred E. Nagel 5465 Irving Boise, Idaho 83706	Three (3) years
Anne Nagel Mathews 5465 Irving Boise, Idaho 83706	Three (3) years
Frank Mathews 5465 Irving Boise, Idaho 83706	Two (2) years
William E. Morris P. O. Box 1157 Boise, Idaho 83701	Two (2) years
Robert J. Ennis P. O. Box 9442 Boise, Idaho 83707	One (1) year

Each of the Directors above designated shall hold office for the term indicated and until his or her successor is elected and qualified.

At each annual meeting, the number of Directors equal to the number of Directors whose terms expire at the time of such meeting shall be elected to hold

office for a three (3) year term, or until their successors are duly elected and qualified.

Each Director elected shall be elected from a list of nominees submitted to the Members through the Board of Directors by a nominating committee, the members of which committee shall be appointed by the Board of Directors.

ARTICLE IX

Elimination of Directors' Liability

No Director serving as a member of the Board of Directors of the Corporation shall have any personal liability to the Corporation or its shareholders for monetary damages for breach of a fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director for the following:

- (a) For any breach of the director's duty of loyalty to the Corporation or its shareholders;
- (b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) Provided for in §30-1-48, Idaho Code; or
- (d) For any transaction from which the director derived an improper personal benefit.

ARTICLE X

Private Property Not Liable

The private property of the Members of this Corporation shall not be subject to the payment of any debt of this Corporation.

ARTICLE XI

Prohibition on Payments

No Member, Director or officer of this non-profit Corporation shall receive any of the income or other property of this non-profit Corporation, but the foregoing shall not bar such person from receiving payments for services actually rendered, materials furnished, actual expenses incurred or money loaned to the Corporation and each Member agrees that all funds of this Corporation shall be used solely and exclusively to carry out the purposes of this Corporation.

ARTICLE XII

Officers

The officers of the Corporation shall be President, Vice-President, Secretary and Treasurer, and such other officers as the Board of Directors shall deem necessary. Each of the officers shall have such powers as are conferred by the By-Laws of the Corporation. Officers shall be chosen in accordance with provisions stated in the By-Laws.

ARTICLE XIII

Distribution and Dissolution

Upon the dissolution or other termination of this Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or insure to the benefit of any Member, Director or officer of the Corporation, but all such property and proceeds, subject to the discharge of the valid obligations of the Corporation, and to the applicable provisions of the Idaho Non-profit Corporation Act (Title 30, Chapter 3, Idaho Code), shall be distributed by the Board of Directors

exclusively to (i) another organization(s) for identical uses and purposes, provided that such other organization(s) would then qualify for tax-exempt status under the provisions of §501(c)(3) of the Code, or (ii) to charitable, religious, scientific, testing for public safety, literary or educational organizations which would then qualify under the provisions of §501(c)(3) of the Code, and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XIV

By-Laws

The power to adopt, amend or replace the By-Laws of this Corporation shall be vested in the Board of Directors.

ARTICLE XV

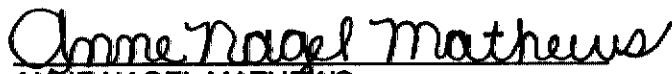
Incorporators

The name and address of each incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Mildred E. Nagel	5465 Irving Boise, Idaho 83706
Anne Nagel Mathews	5465 Irving Boise, Idaho 83706
Frank Mathews	5465 Irving Boise, Idaho 83705

IN WITNESS WHEREOF the undersigned incorporators have hereunto set their hand as of this 7th day of September, 1989.


MILDRED E. NAGEL


ANNE NAGEL MATHEWS


FRANK MATHEWS