

2012 MAR -2 AM 11:45  
 SECRETARY OF STATE  
 STATE OF IDAHO

**FILED EFFECTIVE**

**SECOND AMENDED AND RESTATED  
 ARTICLES OF INCORPORATION  
 OF  
 PANHANDLE ALLIANCE FOR EDUCATION, INC.**

WHEREAS the Panhandle Alliance for Education, Inc. filed Articles of Incorporation with the Idaho Secretary of State on June 6, 2002, and amended the Articles on May 29, 2003; and

WHEREAS on March 11, 2010, the Directors adopted by resolution a second amendment and restatement of the Articles of Incorporation at a duly called meeting of the Board of Directors; now, therefore,

THE ORIGINAL ARTICLES OF INCORPORATION and the first amendment thereto are hereby superseded, and the following second amended and restated Articles of Incorporation are effective pursuant to the provisions of Idaho Nonprofit Corporation Act, Title 30, Chapter 3, Idaho Code.

**ARTICLE I.  
 NAME OF CORPORATION, OFFICE**

- 1.1 Corporate Name. The name of the corporation shall be Panhandle Alliance for Education, Inc. (hereinafter "Corporation").
- 1.2 Corporate Office. The office of the Corporation shall be located at PO Box 1675, Sandpoint ID 83864.

**ARTICLE II.  
 PURPOSE AND POWERS OF CORPORATION**

- 2.1 **Purpose.** The Corporation is formed for the specific purpose of benefiting public school education in the state of Idaho. The Corporation shall solicit financial contributions, maintain an endowment, operate programs and give grants in aid of teachers, administrators and others serving the educational needs of children. The Corporation shall operate as a tax exempt entity under the authority of Section 501(c)(3) of the Internal Revenue Code. The Corporation that limit its substantial activities to the furtherance of its exempt purposes.
- 2.2 **General Authority.** The Corporation shall have and shall exercise all other rights and powers necessary and convenient to carry out its purpose including, without limitation, those general powers set forth in the Idaho Nonprofit Corporation Act.

C144226

### **ARTICLE III. DIRECTORS**

The following are the Directors presently holding office:

1. Chris Bessler, 405 Church Street, Sandpoint ID 83864
2. William Berg, 708 Superior Street, Suite B, Sandpoint ID 83864
3. Mindy Cameron, PO Box 2093, Sandpoint ID 83864
4. Dick Cvitanich, 901 Triangle Drive, Ponderay ID 83852
5. Mel Dick, 41 Lakeshore Drive, Sagle ID 83860
6. Wendy Dunn, 1507 Northshore Drive, Sandpoint ID 83864
7. Barbara Eacret, 487 Bay Drive, Sagle ID 83860
8. Thomas Gibson, 805 Pine Street, Sandpoint ID 83864
9. Cindy Griesemer, 1515 Northshore Drive, Sandpoint ID 83864
10. Allison Gilmore, 4079 Bottle Bay Road, Sagle ID 83860
11. Lisa Greene, 1216 Chestnut Street, Sandpoint ID 83864
12. Debra Heise, Bonner Cty. Courthouse, 215 S. First Ave, Sandpoint ID 83864
13. Travis Kaul, PO Box 967, Sandpoint ID 83864
14. Roxie Lowther, 1109 North Ella, Sandpoint ID 83864
15. Vickie Pfeifer, 648 Quinus Lane, Cocolalla ID 83813
16. Annie Reeves, 14 Waterdance Way, Sandpoint ID 83864
17. Don Robson, 140 Village Crossing Way, Loft 4E, Bozeman MT 59715
18. Georgia Shonk-Simmons, 1 Coldwater Creek Drive, Sandpoint ID 83864
19. David Slaughter, 2124 Browning Way, Sandpoint ID 83864
20. Stacy Temple, 327 Sunnyside, Sandpoint ID 83864
21. Brad Williams, 708 Superior Street, Sandpoint ID 83864

### **ARTICLE IV. REGISTERED AGENT**

The Registered Agent shall be BERG & McLAUGHLIN, CHDT, whose address (registered office) 414 Church Street Suite 203 Sandpoint, ID 83864.

### **ARTICLE V. NON-MEMBERSHIP CORPORATION**

The Corporation shall not have members. The Corporation shall be governed by its Board of Directors.

**ARTICLE VI.**  
**DISSOLUTION AND DISTRIBUTION OF ASSETS UPON DISSOLUTION**

- 6.1 **Requirements for Dissolution.** The Corporation may be dissolved upon the consent of two-thirds of the Board of Directors voting at a duly noticed meeting of the Board.
- 6.2 **Distribution of Assets.** Upon the dissolution of the organization, assets shall be distributed to or for the benefit of public school education in Bonner County, Idaho, so long as the distribution is authorized under § 501(c)(3) of the Internal Revenue Code.
- 6.3 **Statutory Provisions.** Except as otherwise provided above, dissolution shall be accomplished in compliance with § 30-3-110 et. seq., Idaho Code.

**ARTICLE VII.**  
**BOARD OF DIRECTORS**

- 7.1 **Fiduciary Duty of Board of Directors.** The Board of Directors (Board) shall (a) govern the Corporation; (b) authorize the acquisition and distribution of the Corporation's real property (if any); (c) approve the operating budget; (d) approve the grants of Corporation funds; (e) adopt and amend these Articles and the Bylaws of the Corporation; (f) hold an annual meeting for the purpose of appointing Directors; (g) monitor the Corporation's financial affairs; (h) determine the general policies under which the Corporation shall operate; and (i) take any other lawful action to protect and advance the interests of the Corporation.
- 7.2 **Members of the Board of Directors.** The Board shall consist of no less than seven (7) Directors and no more than twenty-nine (29) Directors who shall serve staggered three year terms. Directors shall be appointed by a majority of Directors at an annual meeting or at a special meeting called for the purpose of electing Directors. The Directors may, by majority vote, enlarge the Board. The Board, by resolution, may decrease the number of Directors but only upon the expiration of the term of any Director whose position is eliminated. The Board shall maintain a staggered appointment system that insures at least one Director is appointed each year. Directors may serve consecutive terms.
- 7.3 **Removing Directors.** A Director may be removed for any reason, or no reason at all, by resolution of the Board adopted by two-thirds of the remaining Directors voting at a duly called meeting of the Directors. The Director's authority shall terminate upon notice of the resolution to the removed Director.
- 7.4 **Officers.** The Board shall annually elect its officers. There shall be a President, who shall chair the Board, Vice President, Secretary and Treasurer. Officers shall be elected by a majority of Directors voting at a duly called meeting of the Directors. An officer may be removed from office at any time, for any reason, by a resolution of the Board adopted by two-thirds of the Directors voting at a duly called meeting of Directors. The removed Officer's authority shall terminate upon notice of the resolution.

- 7.5 **Committees of the Board.** The Board shall have the following Committees composed of Directors:
- 7.5.1 Executive Committee, chaired by the President;
  - 7.5.2 Nominating and Governance Committee, chaired by the Vice President;
  - 7.5.3 Finance and Endowment Committee, chaired by the Treasurer; and
  - 7.5.4 Grants Committee, whose chair shall be selected by the Executive Committee.
- 7.6 **Action of the Board.** The action of the Board shall be the action of the Corporation.

## **ARTICLE VIII. MANAGEMENT**

- 8.1 **Management Vested in Executive Committee.** Management of the Corporation shall be vested in the Executive Committee of the Board. The Executive Committee shall (a) draft and present an annual budget to the Board for its approval; (b) determine the compensation and scope of duties of staff members; (c) approve hiring, evaluation and termination of Executive Director; (d) annually appoint the chair of the Grants Committee; (e) establish, and determine the scope of duties and chair of other committees; (f) make policy recommendations to the Board; and (g) take any other action necessary to properly manage the Corporation.
- 8.2 **Executive Committee Membership.** The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer and three "at large" Directors annually appointed by a majority of the Directors at the annual meeting of the Board. The Board may remove an "at large" Director in the same manner as removing an Officer.
- 8.3 **Executive Director.** The Executive Director (if any) shall report to the Board President. The Executive Committee shall determine the reporting relationships of other employees.

## **ARTICLE IX BYLAWS AND AMENDMENTS**

- 9.1 **Maintain Bylaws.** The Board shall adopt and maintain a set of Bylaws. The Bylaws shall be adopted and amended by a sixty percent (60%) majority vote at a duly called meeting of the Directors.
- 9.2 **Modification of Articles of Incorporation.** Articles may be modified by a two-thirds majority vote at a duly called meeting of the Directors in which no less than half of the Directors then in office vote in the affirmative for modification.

## **ARTICLE X. INDEMNIFICATION**

The Corporation shall indemnify and hold harmless its directors, officers, and employees from personal liability for monetary damages, court costs and attorney fees in any suit or proceeding, other than an action by or in the right of the Corporation, if such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation. This provision is intended to comply with, and shall be interpreted in conformity with the indemnification provisions of Section 30-3-88, Idaho Code.

## ARTICLE XL NONDISCRIMINATION POLICY

The Corporation shall not discriminate against any person in the provision of services or facilities because of race, color, religion, sex, familial status, or national origin, or other legally protected characteristic. The term "familial status" means the status of parental or guardianship relationships or pregnancy.

STATE OF IDAHO  
COUNTY OF BONNER

ss.

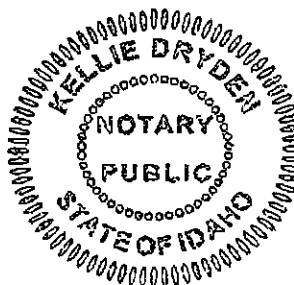
I, DAVID SLAUGHTER, the undersigned affiant, being first duly sworn, state the following:

1. I am over the age of majority and competent to testify to the matters contained herein.
2. I am the Secretary of Panhandle Alliance for Education, Inc.
3. Pursuant to Section 30-3-90, Idaho Code; the Board of Directors may amend the Articles of Incorporation by a majority of Directors then in office.
4. On March 11, 2010, there were 21 Directors in Office, thus requiring an affirmative vote of 11 Directors to amend the Articles of Incorporation.
5. On March 11, 2010, at a duly called meeting of the Board of Directors, 16 Directors voted to adopt the foregoing Amended and Restated Articles of Incorporation, and 0 Directors were opposed.
6. Therefore, the foregoing Amended and Restated Articles of Incorporation have been duly adopted.

  
David Slaughter

SUBSCRIBED and sworn to (or affirmed) before me on this 1 day of June, 2010, by David Slaughter, Affiant.

(Sign) Kellie Dryden  
NOTARY PUBLIC for the State of Idaho  
Residing at: Sandpoint  
My commission expires: Sept. 26, 2013



3/10/2010