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SECRETARY OF STATE  
STATE OF IDAHO

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**SNAKE RIVER VALLEY BUILDING CONTRACTORS FOUNDATION, INC.**

IDAHO SECRETARY OF STATE

04/24/2001 09:00  
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Pursuant to the provisions of Title 30, Chapter 3, Idaho Code, the Idaho Nonprofit Corporation Act (the "Act"), the undersigned, acting as incorporators in order to form a nonprofit corporation for the purposes hereinafter stated, do hereby certify as follows:

**ARTICLE I.**

**Name**

The name of the corporation is: SNAKE RIVER VALLEY BUILDING CONTRACTORS FOUNDATION, INC.

**ARTICLE II.**

**Duration**

The period of existence and duration of the corporation shall be perpetual.

**ARTICLE III.**

**Nonprofit**

The corporation is a non profit corporation.

**ARTICLE IV.**

**Corporate Purposes**

The purposes for which this corporation is organized are:

A. To promote the means and opportunities for the college and trade school education of students who have graduated from public and private high schools in the Counties of Canyon, Gem and Owyhee, State of Idaho; to fund scholarships for students

attending said high schools; to provide grants to said high schools for the purpose of enhancing the educational opportunities for students; to solicit, collect, and otherwise raise money for such purposes and to expend, contribute, disburse, and otherwise handle and dispose of the same for such purposes.

B. To transact all lawful business for which corporations may be incorporated under the Act, and the Idaho Business Corporation Act as those provisions are not inconsistent with the provisions of the Idaho Nonprofit Corporation Act.

C. To be duly educational, charitable, and scientific in its purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

D. To exercise all powers granted by law necessary and proper to carry out the above stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

## **ARTICLE V.**

### **Limitations**

Notwithstanding any other provisions of these Articles or the Bylaws:

(1) No part of the earnings of this corporation shall inure to the benefit of, nor be distributable to, any trustee, officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation.

(2) No substantial part of the activities of this corporation shall involve the attempt to influence legislation, nor shall this corporation participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(3) The corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (a) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code, or (b) as a

corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(4) This corporation shall make its benefits, programs, services facilities available without regard to race, creed, color, religion, sex or national origin.

(5) All income of the corporation for each taxable year (for federal income tax purposes) shall be distributed at such time and in such manner so as not to subject the corporation to federal tax under of the Internal Revenue Code.

(6) The corporation created hereby shall not engage in any act of self-dealing, retain any excess business holding, make any investments in such manner as to subject the corporation to tax, or make any taxable expenditures as said acts are defined the Internal Revenue Code.

#### **ARTICLE VI.**

##### **Registered Office and Registered Agent**

The street address of the initial registered office of the corporation is 1404 Midland Boulevard, Suite E, Nampa, Idaho 83651, and the name of its initial registered agent at such address is Sharon A. Story.

#### **ARTICLE VII.**

##### **No Membership**

This corporation shall not have members.

#### **ARTICLE VIII.**

##### **Board of Directors**

(1) The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than five (5) nor more than fifteen (15) individuals. The actual number of Directors shall be fixed by the Bylaws of the corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed as provided in the Bylaws of the Corporation.

(2) The corporation shall indemnify any director, officer, or former director or officer of the corporation against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he/she is made a party by reason of being or

having been a director or officer, except in relation to matters as to which he/she is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation; and to make any other indemnification that is authorized by the Bylaws.

#### **ARTICLE IX.**

##### **Funds and Properties**

All funds and properties received by this corporation shall be used in the first instance, or shall be invested and the income therefrom used, after payment of necessary expenses, for the exclusive objects and purposes set forth in these Articles of Incorporation as deemed advisable by the Board of Directors.

#### **ARTICLE X.**

##### **Amendment of Articles and Bylaws**

These Articles of Incorporation may be altered, amended or replaced by the Board of Directors at any regular or special meeting, as provided for in the Bylaws of the corporation. The Bylaws of the corporation may be amended at any meeting of the Board of Directors of the corporation, as provided in the Bylaws.

#### **ARTICLE XI.**

##### **Dissolution**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all of the assets of the corporation consistent with the purpose of the corporation, to any organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organizations, as such court shall determine to be consistent with the purpose of the corporation.

#### **ARTICLE XII.**

##### **Adoption**

The Amended and Restated Articles of Incorporation were adopted at a regularly called meeting of the Board of Directors held on January 26, 2001, in Nampa, Idaho, with

a quorum of the Directors being present. Notice of said meeting was given in accordance with Idaho Code § 30-3-90(2).

Dated this 20th day of March, 2001.

Perry D. Evans  
Chairperson

VERIFICATION

STATE OF IDAHO           )  
                                  ): ss.  
County of Canyon        )

PERRY D. EVANS, being first duly sworn on oath, deposes and says:

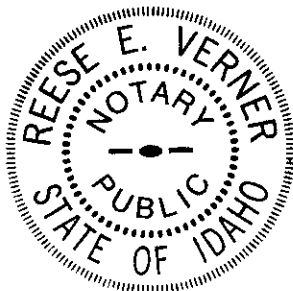
1. That he is the Chairperson of the Snake River Valley Building Contractors Foundation, Inc.

2. That the Amended and Restated Articles of Incorporation were duly adopted at a meeting of the Board of Directors of said Corporation, duly and regularly called.

3. That the contents of the attached Amended and Restated Articles of Incorporation are true and correct to the best of his knowledge and belief.

Perry D. Evans  
Chairperson

SUBSCRIBED AND SWORN to before me this 20th day of March, 2001.



Reese E. Verner  
NOTARY PUBLIC for Idaho.  
Residing at Nampa, Idaho.  
Commission Expires: 9/14/04.