

FILED

98 AUG 24 AM 11:14
SINTE

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
GLACIER MOUNTAIN FOUNDATION, INC.

06/24/1970 09:150
21:354 MI 1M16
1.0 20.0 20.0 INC 1000
C 125342

The undersigned, acting as the Incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation for the Corporation.

ARTICLE I

The name of the Corporation is GLACIER MOUNTAIN FOUNDATION, INC.

ARTICLE II

The Corporation is a Nonprofit Corporation.

ARTICLE III

The period of duration of the Corporation is perpetual.

ARTICLE IV

The address of the initial registered office of the Corporation and the initial registered agent is:

REGISTERED AGENT

REGISTERED ADDRESS

John W. Baisden

1560 Samuels Road
Sandpoint, ID 83864

ARTICLE V

The purposes for which the Corporation are organized and will be operated are as follows:

A. The principal purpose for which the Corporation is being formed is to reclaim the child and recapture the family through academic and emotional behavior education.

B. Religious, charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, included, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

C. 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.

D. Notwithstanding that this Corporation shall be authorized to and shall assess reasonable charges for any services rendered by it or for any product sold by it or for materials or publications furnished by it, all funds received by this Corporation for its services, materials, publications or otherwise in excess of the cost of any of its operations shall be used for the accomplishment of its objects and purposes.

E. The Corporation shall be permitted to transfer assets owned by it to other organizations exempt from tax under Section 501(c)(3) of the Code for use in their exempt activities.

ARTICLE VI

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its 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 V. 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 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 by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII

During any period that the Corporation is a private foundation, as that term is defined in Section 509 of the Code, the Corporation's powers shall be restricted specifically as follows:

- (a) The Corporation shall be without power to engage in any act of self-dealing as that term is defined in Section 4941 of the Code.
- (b) The Corporation shall be without power to retain any excess business holdings as that term is defined in Section 4943 of the Code.
- (c) The Corporation shall be without power to make any investment in any manner that would subject it to tax under Section 4944 of the Code.
- (d) The Corporation shall be without power to make any taxable expenditure as that term is defined in Section 4945 of the Code.

Notwithstanding the restrictions imposed in Article VII hereof, if Section 508(e) of the Code is amended to remove the requirement that any or all of such restrictions be included in the governing instrument of the Corporation, then those foregoing restrictions that are no longer required shall be deemed deleted and shall have no further force or effect.

ARTICLE VIII

The Corporation shall have no members.

ARTICLE IX

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than ten (10) individuals (each of whom at all times shall be a member of the Corporation). 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 by the Board of Directors of GLACIER

MOUNTAIN FOUNDATION, INC., in the manner and for the term provided in the Bylaws for the Corporation.

The Board of Directors may appoint officers to assist the Board in the conduct of the Corporation's affairs, including but not limited to an executive director, a president, one or more vice presidents, secretary, and treasurer. A person may hold more than one position concurrently, except that the positions of president and secretary may not be held concurrently by the same person.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
John W. Baisden	402 Geenan Road Cocolalla, Idaho 83813
Larry (nmn) Bauer	2300 Samuels Road Sandpoint, Idaho 83864
Name	Address

ARTICLE X

The personal liability of any director of the Corporation to the Corporation for monetary damages for breach of fiduciary duties as a director is hereby eliminated to the fullest extent allowed by the Idaho Nonprofit Corporation Act, as it may be amended from time to time.

ARTICLE XI

The Corporation shall indemnify, to the maximum extent from time to time permitted by applicable law, any person who incurs liability or expense by reason of such person acting as an officer, director, employee, or agent of the Corporation. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

ARTICLE XII

The Corporation shall have no stock of any kind.

ARTICLE XIII

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 the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as such at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, 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 purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

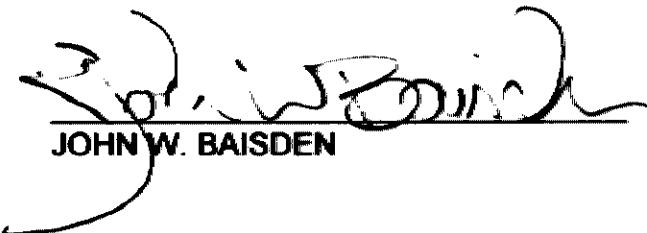
ARTICLE XIV

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

ARTICLE XV

The name and street address of the Incorporator is John W. Baisden, 402 Geenan Road, Sandpoint, Idaho 83864.

DATED this 18 day of August, 1998.

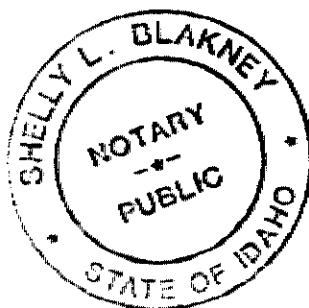


JOHN W. BAISDEN

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 18 day of August, 1998, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared JOHN W. BAISDEN, known to me to be the Incorporation for GLACIER MOUNTAIN FOUNDATION, INC., and who executed the foregoing instrument on behalf of said Corporation, and acknowledged to me that such Corporation 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 above written.



Shelly Blakney
Notary Public in and for the
State of Idaho
Residing at: Coeur d'Alene, Idaho
Comm. Exp.: 2/24/03