



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

IDAHO ACADEMIC DECATHLON, INC.

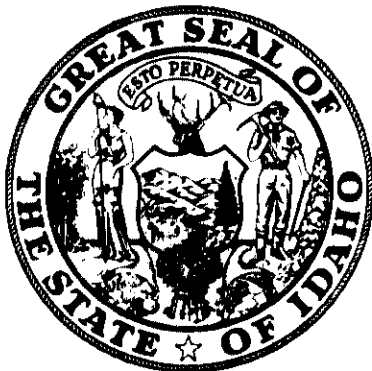
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

IDAHO ACADEMIC DECATHLON, 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 July 31, 19 90.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zabala
Corporation Clerk

ARTICLES OF INCORPORATION

OF

IDAHO ACADEMIC DECATHLON, INC.

AN IDAHO NON-PROFIT CORPORATION

JUL 31 4 23 PM '90
SECRETARY OF STATE

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:

IDAHO ACADEMIC DECATHLON, INC.

ARTICLE II

Period of Duration

This Corporation shall have perpetual existence.

ARTICLE III

Purposes

This Corporation is dedicated to fostering scholastic achievement and excellence among high school students having a diversity of academic backgrounds by promoting, sponsoring, organizing and conducting academic competition intended

to build scholastic pride and interest in the participants, their schools and their communities. This Corporation is organized and shall be operated exclusively to:

1. Encourage high school students to develop a greater respect for knowledge and education.
2. Promote wholesome inter-school competition in academic areas of study and interest.
3. Stimulate intellectual growth and achievement.
4. Encourage public interest and awareness of academic achievement in Idaho schools.
5. Stimulate competitors and other participants to develop broad knowledge regarding the basic disciplines of knowledge with particular focus on, but not limited to:
 - (a) Social sciences;
 - (b) Practical arts;
 - (c) Sciences;
 - (d) Language arts, literature and current events;
 - (e) Mathematics; and
 - (f) Aesthetics, such as music, art, architecture, drama, etc.
6. To provide reasons for competitors and other participants to become better communicators through the use of spoken and written words.

7. To encourage competitors and other participants to participate in and be leaders of wholesome activities, teams, clubs, extra-curricular activities, hobbies and other such meaningful endeavors.
8. To afford as much opportunity as possible to the students in public and private schools of all levels of ability to become competitors or participants.
9. To engage wide public interest in appropriate and exciting phases of various educational competitions.
10. To receive gifts and contributions of real and personal property from any charitable organization or other person, firm or corporation.
11. To offer to other groups and individuals in other areas such information, materials, techniques, procedures and other aspects of the Corporation's activities so as to encourage the expansion of the academic decathlon activities, objectives and methods.
12. To stimulate the general public, educators, school organizations, mass communication media, public officials, religious and professional leaders, social, business, fraternal, special interest and other such groups to support the goals and objectives of the academic decathlon program.

In furtherance of the purpose of this Corporation, it shall accept, hold, invest, reinvest and administer any gifts, bequests, devises, benefits or trust (but not to

act as trustee of any trust), and property of any type or kind, without limitation as to amount or value, and to use the same solely for the purposes of this Corporation as provided in these Articles of Incorporation.

ARTICLE IV

Exempt Status

The Corporation intends to attract support from contributions, directly or indirectly, from persons within and without the State of Idaho, and the Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is or shall be distributable to, or inure to the benefit of, the Members, Directors or officers of the Corporation except to the extent permitted non-profit tax-exempt corporations under the Idaho Non-profit Corporation Act (Title 30, Chapter 3, Idaho Code) and the Internal Revenue Code of 1954, as amended. No substantial part of the activities of the Corporation shall involve 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 contained in these Articles of Incorporation, the Corporation shall not carry on any other activity not permitted to be carried on by a corporation (a) exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (b) contributions to which are deductible under §170(c)(2) of the Internal Revenue

Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V

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 VI

Registered Agent

The Registered Agent of this Corporation is hereby designated as Jerry Helgeson, and the Registered Office of this Corporation is hereby designated as Centennial High School, 4600 McMillan Road, Meridian, Idaho 83642, which address is the business office of the Registered Agent designated as above set forth.

ARTICLE VII

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 VIII

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 IX

Classification of Directors

The Board of Directors shall be divided into three (3) classes, each class to be as nearly equal in number as reasonably possible. The term of office of the Directors of the first class shall expire at the first annual meeting of the members after their election. The office of the Directors of the second class shall expire at the second annual meeting after their election. The office of the Directors of the third class shall expire at the third annual meeting after their election. At each annual meeting, the number of Directors equal to the number of Directors of the class whose term expires at the time of such meeting shall be elected to hold office until the third succeeding annual meeting.

ARTICLE X

Initial Directors

The number of Directors constituting the initial Board of Directors of this Corporation shall be twelve (12). The number of Directors may be changed from time-to-time by an amendment to the By-Laws of the Corporation. The name, address, class and initial term of office for each of the initial directors is as follows:

<u>Name and Address</u>	<u>Class</u>	<u>Term of Office</u>
Terry L. Clapp 410 S. Orchard, Suite 148 Boise, Idaho 83705	1	1 year
Tom C. Farley 3711 Coventry Drive Boise, Idaho 83704	1	1 year
John W. Keys III 8411 Crestwood Drive Boise, Idaho 83704	1	1 year
Jeannette Konrad 3235 E. Sweetwater Drive Boise, Idaho 83705	1	1 year
Laura Hobbs 1450 Artesian Drive Eagle, Idaho 83616	2	2 years
Bill Mech BSU Honors Program 1910 University Drive Boise, Idaho 83725	2	2 years
Janie Modie P. O. Box 40 Boise, Idaho 83707	2	2 years

Ed Sloan P. O. Box 8748 Boise, Idaho 83707	2	2 years
Brad Hoaglund 590 Lynhurst Place Meridian, Idaho 83642	3	3 years
Jeannie Kranz 3302 Crane Creek Boise, Idaho 83702	3	3 years
Robert Moseley 1435 E. Wright Boise, Idaho 83706	3	3 years
Tammy Penn 3137 Holden Avenue Boise, Idaho 83706	3	3 years

Each of the Directors above designated shall hold office for the term indicated and until his or her successor is 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 and may include persons serving on the Board of Directors.

ARTICLE XI

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 XII

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 XIII

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. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. 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 XIV

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 inure to the benefit of any of the Members, Directors or officers 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 to 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 Internal Revenue Code of 1954, as amended.

ARTICLE XV

By-Laws

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

ARTICLE XVI

Incorporators

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


Name

Address

Jerry Helgeson

1812 North 31st
Boise, Idaho 83703

IN WITNESS WHEREOF we have hereunto set our hands as of this 31 day of July, 1990.


JERRY HELGESON