

FILED/EFFECTIVE

JUN 9 4 00 PM '00

**ARTICLES OF INCORPORATION
OF
THE SMELEK FAMILY FOUNDATION, INC.**

SECRETARY OF STATE
STATE OF IDAHO

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

**ARTICLE I
NAME**

The name of the Foundation is *The Smelek Family Foundation, Inc.*

**ARTICLE II
NONPROFIT STATUS**

The Foundation is a nonprofit corporation intended to qualify as a tax exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or to corresponding provisions of subsequent internal revenue laws of the United States (the "Code"). The Foundation is also intended to be an organization described under Section 509 of the Code as a private foundation. The Foundation is subject to the provisions of Idaho Code Section 30-3-13 addressing private foundations, the terms of which are specifically incorporated herein by this reference.

**ARTICLE III
PERIOD OF DURATION**

The period of duration of the Foundation is perpetual.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The location of this Foundation is in the City of Boise, County of Ada, State of Idaho. The address of the initial registered office is 1978 Silver Creek Lane, Boise, Idaho 83706, and the name of the initial registered agent at this address is Raymond A. Smelek.

IDAHO SECRETARY OF STATE

06/09/2000 09:00
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ARTICLES OF INCORPORATION OF THE SMELEK FAMILY FOUNDATION

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ARTICLE V PURPOSES

The Foundation is organized exclusively for charitable purposes and specifically for the purpose of making contributions and gifts to organizations that qualify as tax exempt organizations under Section 501(c)(3) of the Code and which are not private foundations as defined under Section 509 of the Code.

The Foundation may receive gifts, bequests, and devises of property, both real and personal. The Foundation shall hold such property received and make contributions and gifts of income and principal in such amounts as the Board of Directors may determine, subject to the provisions of Idaho Code Section 30-3-13, the private foundation rules set out in the Code, and the limitations set out below enumerating those rules, requirements, and restrictions.

ARTICLE VI COMPLIANCE WITH CODE PROVISIONS TO AVOID TAX UNDER SECTIONS 4941 THROUGH 4945 OF THE CODE

In compliance with provisions of the Code to avoid tax under Sections 4941 through 4945 of the Code, the Foundation:

- (1) shall distribute such amounts for each taxable year at such time and in such manner as not to subject the Foundation to tax under Section 4942 of the Code;
- (2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- (3) shall not retain any excess business holdings as defined in Section 4943(c) of the Code;
- (4) shall not make any investments in any manner as to subject the Foundation to tax under Section 4944 of the Code; and
- (5) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE VII LIMITATIONS

No part of the net earning or the assets of the Foundation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Foundation 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 part

of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these Articles of Incorporation, the Foundation 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 Code.

ARTICLE VIII MEMBERS

The Foundation shall have members who shall have such rights as are provided in the Act and the Bylaws and are consistent with the management authority that these Articles of Incorporation grant to the Board of Directors of the Foundation.

ARTICLE IX BOARD OF DIRECTORS

The affairs of the Foundation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) or more than six (6) individuals, each of whom, at all times, shall be a member of the Foundation. The actual number of Directors shall be fixed in the manner set forth in the Bylaws of the Foundation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles of Incorporation, the Directors shall be elected or appointed by the Members in the manner and for the term provided in the Bylaws of the Foundation.

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

<u>Name</u>	<u>Address</u>
Raymond A. Smelek	1978 Silver Creek Lane Boise, Idaho 83706
Candace P. Smelek	1978 Silver Creek Lane Boise, Idaho 83706
Kathy Lynn Farmer	5919 N. Lilybrook Place Boise, Idaho 83713
Michael Joseph Smelek	22477 Murrell Road Hockley, Texas 77447

Steven A. Smelek

5956 Brooklet Way
Boise, Idaho 83713

Susan Kay Kaiser

1315 Lambourne Circle
Spring, Texas 77379

ARTICLE X DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Foundation, after paying or making provision for the payment of all liabilities of the Foundation, the Board of Directors shall distribute all the assets of the Foundation consistent with the purposes of the Foundation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Code and which are not private foundations as defined under Section 509 of the 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 Foundation is then located, exclusively for such purposes or to such organizations as such court shall determine to be consistent with the purposes of the Foundation.

ARTICLE XI INCORPORATORS

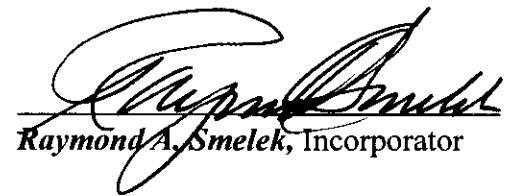
The names and street addresses of each of the incorporators are:

<u>Name</u>	<u>Address</u>
Raymond A. Smelek	1978 Silver Creek Lane Boise, Idaho 83706
Candace P. Smelek	1978 Silver Creek Lane Boise, Idaho 83706

ARTICLE XII BYLAWS

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

DATED this 9th day of June, 2000



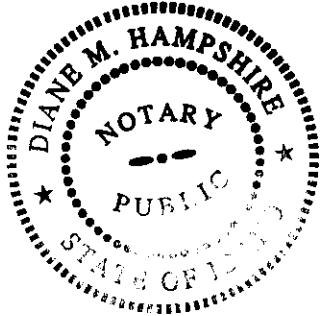
Raymond A. Smelek
Raymond A. Smelek, Incorporator



CPSmelek
Candace P. Smelek, Incorporator

STATE OF IDAHO)
) ss.
County of Ada)

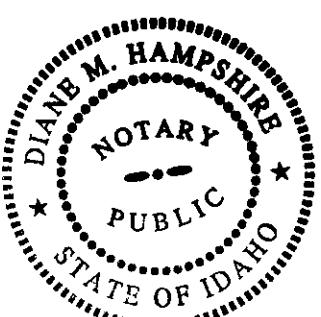
On this 9th day of June, 2000, before me, Diane M. Hampshire, a notary public, personally appeared ***Raymond A. Smelek***, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same and that the contents thereof are true and correct to the best of his knowledge.



Diane M Hampshire
Notary Public
Commission Expires: 07/05/02

STATE OF IDAHO)
) ss.
County of Ada)

On this 9th day of June, 2000, before me, Diane M. Hampshire, a notary public, personally appeared ***Candace P. Smelek***, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same and that the contents thereof are true and correct to the best of her knowledge.



Diane M Hampshire
Notary Public
Commission Expires: 07/05/02