

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
NEW HORIZONS, INC.

02 MAY 1985 2:31  
SECRETARY OF STATE  
STATE OF IDAHO

05/08/2002 05:00  
CK: 3521 CT: 15335 RH: 46464  
1 @ 30.00 = 30.00 NON PROF A # 2

ARTICLE I.

Name

The name of the corporation is: NEW HORIZONS, 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. The overall purpose of the corporation is humane in nature. The focus of resources and energy will be in under-developed nations, in four areas:

1. Education;
2. Medical;
3. Small business development; and
4. Development of community services.

B. 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.

C. To transact any and all lawful business necessary to accomplish the above-mentioned purposes and which is permitted

C1411316

for corporations incorporated under the Idaho Nonprofit Corporation Act (hereinafter referred to as the "Act").

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

E. 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 director or 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 be duly educational, charitable and/or humanitarian. Its purposes shall be conducted, and the corporation shall be operated, supervised and controlled, for the specific purposes above set forth and shall be available to interested persons 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 the Internal Revenue Code.

(6) The corporation created hereby shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code as now in effect and as amended; retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code as now in effect and as amended; make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code as now in effect and as amended; or make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code as now in effect and as amended.

#### **ARTICLE VI.**

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

The street address of the initial registered office of the corporation is 615 Fair Lane, Nampa, Idaho 83686, and the name of its initial registered agent at such address is Orval G. Halley.

#### **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 three (3) individuals 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 Amended and Restated Articles, the Directors shall be elected or appointed as provided in the Bylaws of the Corporation.

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

<u>NAME</u>	<u>ADDRESS</u>
Orval G. Halley	615 Fair Lane Nampa, ID 83686
Ernest M. Steelsmith	3609 Skyline Drive Nampa, ID 83686
Dennis Mansfield	8500 Stynbrook Boise, Idaho 83704

(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**

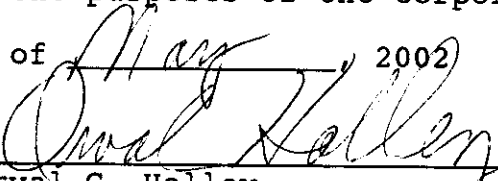
These Articles of Incorporation may be altered, amended or replaced by the Board of Directors at any regular or special meeting, as provided for in the Bylaws of the corporation. The Bylaws of the corporation may be amended at any meeting of the Board of Directors of the corporation, as provided in the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


shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code as now in effect and 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 purpose or to such organizations as such court shall determine to be consistent with the purposes of the corporation.

Dated this 8th day of May, 2002  
  
Orval G. Halley  
Member of the Board of Directors

#### CERTIFICATE OF ADOPTION

Comes now ORVAL G. HALLEY and certifies as follows:

1. That he is a Member of the Board of Directors;
2. That the above and foregoing Amended and Restated Articles of Incorporation do not require approval of any person other than the Board of Directors;
3. That the above and foregoing Amended and Restated Articles of Incorporation were duly adopted at a meeting of the Board of Directors duly and regularly called;
4. That the above and foregoing Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.

  
ORVAL G. HALLEY

Date Signed: May 8, 2002