

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

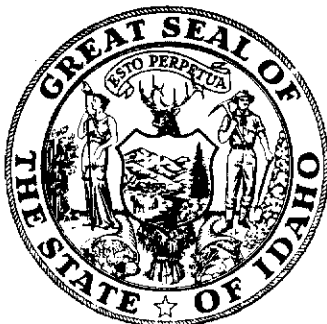
EDWARD RAMSDALE SCHOLARSHIP FUND, INC.

File number C 117306

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 EDWARD RAMSDALE SCHOLARSHIP FUND, 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: December 4, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Beltrami*

ARTICLES OF INCORPORATION
OF
EDWARD RAMSDALE SCHOLARSHIP FUND, INC.

Dec 2 1996
IDAHO SECRETARY OF STATE
DATE 12/04/1996 0900 43934
CK # 1667
JURY# 24584
ENC - MCHP
STATE OF IDAHO
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The undersigned individual, acting as the incorporator of a nonprofit corporation (the "Corporation") organized under the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, of the Idaho Code, (the "Act"), adopts the following Articles of Incorporation ("Articles"): 2

Article I Name

The name of the Corporation is EDWARD RAMSDALE SCHOLARSHIP FUND, INC.

Article II Nonprofit Status

The Corporation is a nonprofit corporation.

Article III Period of Duration

The period of duration of the Corporation is perpetual.

Article IV Registered Office and Agent

The location of the Corporation is in the City of Troy, County of Latah, and in the State of Idaho. The address of the initial registered office is 102 West Fifth, Troy, Idaho 83871-0280, and the name of the initial registered agent at this address is Harold A. Ott.

Article V Purpose

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

A. To provide and furnish to students scholarships and grants from donations and from entry fees derived from any legal endeavor. Any such grants will be made to selected students who have graduated from Troy High School (Idaho) and who are pursuing a higher education program and who are selected upon criteria as set forth in the bylaws of the Corporation ("Bylaws").

B. To plan and promote any legal endeavor which will aid to accumulate sufficient funds and donations which may provide a source of scholarships funding and to expend funds for necessary administrative expenses for the carrying out of any of the purposes of this corporation; to hire any

personnel required to meet the goals of this corporation.

C. Charitable, religious, education, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

D. To exercise all powers granted by law access and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit. 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.

Article VI Limitations

No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributed to, its members, 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. Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes set forth in Article V hereof. This Corporation will not discriminate or administer any programs, applications or members based upon race, color, national, ethnic, sex or religious affiliation or handicap. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by the Corporation exempt from federal income tax under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of

the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). No substantial part of the activities of the Corporation shall be devoted to 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.

Article VII No Members

The Corporation shall not have any members.

VIII Board of Directors

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 twenty-five (25) members, as determined by the Board from time to time. Other than the Directors constituting the initial Board of Directors, the Directors shall be selected by the existing Directors of the Corporation in the manner and for the term provided in the bylaws of the Corporation.

The names and addresses of the initial Board of Directors are:

Patrick J. Nunan
1740 Hwy 99
P.O. Box 355
Troy, Idaho 83871

Betty Jean Swanson
1121 Lamb Road
Troy, Idaho 83871

Harold A. Ott
1012 Dry Creek Road
Troy, Idaho 83871

Pat Smith
503 Mark Road
Troy, Idaho 83871

Charles Knight
109 N. Pine
Troy, Idaho 83871

Article IX Distribution on Dissolution

At the time of the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions 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 shall at that 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 the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

Article X Bylaws


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

Article XI Incorporator

The name and address of the incorporator is:

Cumer L. Green
P.O. Box 2597
Boise, Idaho 83701

IN WITNESS WHEREOF, I have hereunto set my hand to this instrument, which is executed in duplicate originals, this 4th day of December, 1996.

A handwritten signature in dark ink, appearing to be 'Cumer L. Green', is written over a horizontal line.

Cumer L. Green

STATE OF IDAHO)
) ss.
County of Ada)

On this 4th day of December, 1996, before me, a notary public, personally appeared Cumer L. Green, 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.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Kimberly D. Jasti
Notary Public for Idaho
Residing at Boise, Idaho
Commission Expires: 8-1-2001