



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

EXCEL FOUNDATION, 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 _____

EXCEL FOUNDATION, 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 January 19, 1987.



Pete T. Cenarrusa

SECRETARY OF STATE

Shirley J. Smith
Corporation Clerk

RECORDED
SERIALIZED
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ARTICLES OF INCORPORATION

OF

EXCEL FOUNDATION, INC.

I, the undersigned person, acting as the Incorporator of a corporation under the provisions of the Idaho Non-profit Corporation Act (Section 30-301 of the Idaho Code), adopt the following Articles of Incorporation for such Corporation:

ARTICLE ONE - Name

The name of the corporation shall be EXCEL FOUNDATION, INC.

ARTICLE TWO - Duration

The period of duration of the corporation shall be perpetual.

ARTICLE THREE - Purposes

The corporation shall be organized and operated exclusively for charitable, educational, scientific and literary purposes within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1954, as the same now is or may from time to time be amended, and the objects and purposes of the corporation, and its powers in connection therewith, are as follows:

(a) To use and apply the whole or any part of the income from the principal of the funds maintained by the corporation exclusively for charitable, educational, scientific and literary

purposes either directly or by contributions to organizations under Section 501(c)(3) of the U.S. Internal Revenue Code of 1954 and Regulations as they now exist or may be hereafter amended; and in connection therewith to use and apply the whole or any part of the income of the funds maintained by the corporation exclusively for the purposes of preserving and improving the education of students in School District 271, located in Coeur d'Alene, Idaho, by operating as a philanthropic organization, and will investigate educational needs and prioritize them for the benefit of all public school children. It will provide funding for basic proven education programs temporarily lacking government funding and for pilot projects that show promise of becoming part of the publicly financed school programs.

(b) To receive and administer funds in furtherance of the charitable, educational, scientific and literary objectives and purposes mentioned above, and to that end, in addition to, and not in limitation of, the general powers conferred by the laws of the State of Idaho, to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with any other person, persons, or corporation, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value, required for its purposes, to sell, convey, or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such manner as in the judgment of the board of directors will best promote its purposes, without limitations,

except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation or any laws applicable thereto;

(c) To enter into, make, perform and carry out contracts of every kind for any corporate purpose, without limit as to amount, with any person, firm, association or corporation or other group or organization, including particularly contracts for the borrowing of money and for the employment of administrators and investment or other counsel as the board of directors may deem necessary; to draw, make, accept, endorse, discount, execute and issue promissory notes, warrants and other negotiable or transferable instruments; to issue bonds, debentures or other obligations for any of the objects or purposes of the corporation; and to secure the same by mortgages, pledges, deeds of trust or otherwise; and

(d) To exercise and possess any and all of the rights, privileges, powers and immunities which now or hereafter may be secured by law to benevolent and charitable corporations and which are reasonably incidental to the fulfillment of the objects and purposes above set forth or to the exercise of any powers possessed by or granted to the corporation.

ARTICLE FOUR - Restrictions

In all events and under all circumstances, including but not limited to reorganization, dissolution, or amendment of the Articles of Incorporation of the corporation:

(a) No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall it engage in any activities which are unlawful under the laws of the United States or of the State of Idaho; nor shall it engage in any transaction or activity not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the U.S. Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended;

(b) The corporation shall never be operated for the primary purpose of carrying on any trade or business for profit; and neither the whole nor any part or portion of the assets, income or earnings of the corporation shall be used, nor shall the corporation ever be organized or operated, for objects or purposes which are not exclusively charitable, educational, scientific or literary, under the laws both of the United States and the State of Idaho; and

(c) Neither the whole nor any part or portion of the assets, income or earnings, current or accumulated, of the corporation shall ever be used for dividends or be otherwise withdrawn or distributed to or divided among any members, director or officer of the corporation or any donor, whether upon liquidation or dissolution of the corporation or otherwise; provided, further that neither the whole nor any part or portion of such assets, income or earnings shall ever be used for, accrue to, or inure to the benefit of any private individual within the meaning of the tax exemption requirements of the laws both of the United States and of the State of Idaho.

ARTICLE FIVE - Non-Profit Status

The corporation shall be a non-profit corporation. The corporation is not organized for profit and will not issue any stock, and no part of its assets, income or earnings shall be used for dividends, or otherwise withdrawn or distributed to any of its directors or officers unless the director is additionally working as an employee. The corporation is organized, and shall be conducted exclusively for charitable, educational, scientific or literary purposes.

ARTICLE SIX - Registered Office

The address of the initial registered office of the corporation shall be:

500 Government Way
Courthouse Plaza - Suite 100
Coeur d'Alene, Idaho 83814

The name of the initial registered agent of the corporation at such address shall be:

MARC E. WALLACE

ARTICLE SEVEN - Directors

The number of directors constituting the initial board of directors of the corporation shall be twelve (12) directors. The name and addresses of the persons who are to serve as initial directors of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dave Chapman	316 N. 4th Coeur d'Alene, ID 83814
Lola Hagadone	P.O. Box 1178 Coeur d'Alene, ID 83814
Edwin G. Hatter, Jr.	3415 S. Walker's Bay Rd. Coeur d'Alene, ID 83814
William Hemenway	1715 Penna Avenue Coeur d'Alene, ID 83814
Jon Hippler	401 Front Avenue Coeur d'Alene, ID 83814
Richard McLandress	11963 Shorewood Court Hayden Lake, ID 83835
Judy Pike	1561 Hayden View Drive Coeur d'Alene, ID 83814

Sheila Richards

1500 E. Honeysuckle Road
Hayden Lake, ID 83835

Donna Runge

2301 Royal Anne Drive
Coeur d'Alene, ID 83814

James A. Sabala

505 Front Avenue
Coeur d'Alene, ID 83814

Gordon Samuelson

1554 Hayden View Drive
Coeur d'Alene, ID 83814

Marie Whitesel

S. 3485 U.S. Highway 10
Coeur d'Alene, ID 83814

The number of directors of the corporation shall be at least ten (10) but shall not exceed thirty (30) individuals. Any change in the number of directors of the corporation shall be made at the discretion of the majority of the directors. The By-laws shall designate the manner in which these directors shall serve.

ARTICLE EIGHT - Membership

(a) Qualification, Admission and Expulsion. Individuals shall be admitted to and shall be subject to involuntary termination from being a director by the concurring vote of two-thirds of the Board of Directors. As a prerequisite to being a director, each individual who has received an invitation of membership must agree to contribute a significant portion of his or her time and talents to a specified phase of the corporation's activities and to attend regularly scheduled meetings of the directors. An individual's failure to abide by such commitment may be grounds for involuntary termination of directorship by the board of directors.

(b) The corporation shall have one (1) class of members designated as follows:

Voting Members: Those individuals that serve on the board of directors. These members shall direct and make all decisions necessary to carry out the purposes of EXCEL FOUNDATION, INC. There shall be no certificate evidencing membership in said class of corporation unless so designated by the board of directors.

(c) Registration of Members: The Secretary shall maintain an accurate record of all individuals who have become voting members.

ARTICLE NINE - Incorporator

The name and address of the incorporator of the incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Edwin G. Hatter, Jr.	3415 S. Walker's Bay Road Coeur d'Alene, ID 83814

ARTICLE TEN - By-Laws

The By-Laws of the corporation may be adopted a majority of the voting members of the corporation within thirty (30) days after the effective date of this Charter, and thereafter may be adopted, amended or repealed by a majority vote of the voting members of the corporation present and constituting a quorum at any meeting of the membership duly called and held, the notice of which shall have stated that a purpose of the meeting was to consider the adoption, amendment, or repeal of the By-Laws.

ARTICLE ELEVEN - Liabilities

The property of the corporation shall alone be liable for the payment of its debts and liabilities and the private property of the members, directors and officers shall not be subject to the payment of corporate debts to any extent whatever or to the payment of any claims of any nature by members of the corporation.

ARTICLE TWELVE - Distribution

In the event of liquidation or dissolution of the corporation, whether voluntarily or involuntarily or by operation of law, the remaining assets of the corporation shall be distributed to School District 271 located in Coeur d'Alene, Idaho.

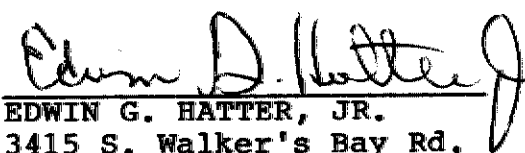
However, it is understood that the individuals accepting positions as directors of this non-profit corporation are acting in a private capacity for the purpose of soliciting and managing gifts exclusively in support of the School District 271. It is understood that School District 271 is not creating or aiding this private non-profit corporation. School District 271 disclaims any control or involvement in the creation and operation of EXCEL FOUNDATION, INC.

ARTICLE THIRTEEN - Amendment

These Articles of Incorporation shall be subject to amendment from time to time as provided by law, except that no such amendment shall be made which would change the objects and purposes of this corporation to include objects and purposes

which would not be exclusively charitable, educational, scientific or literary, or which would permit the net earnings of the corporation to inure to the benefit of any member, donor or private individual, or which would permit any transaction or activity not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the U.S. Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

DATED this 14th day of JANUARY, 1987.


EDWIN G. HATTER, JR.
3415 S. Walker's Bay Rd.
Coeur d'Alene, ID 83814

STATE OF IDAHO)
 ss
County of Kootenai)

On this 14th day of January, 1987,
before, me, the undersigned, a Notary Public in and for said
State, personally appeared EDWIN G. HATTER, JR., known 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 the certificate first above
written.

Mrs. E. Wallace
Notary Public for Idaho
Residing at Coeur d'Alene
Lifetime Commission