

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

FREEDOM INDUSTRIES FOUNDATION, INCORPORATED

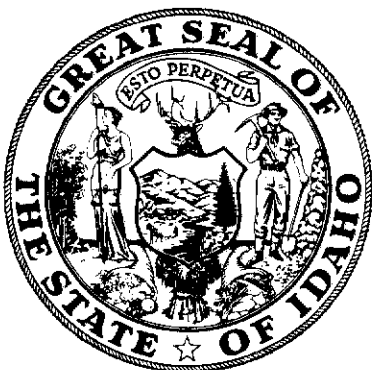
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

FREEDOM INDUSTRIES FOUNDATION, INCORPORATED

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 _____ August 16 , 19 88 .



Pete T. Cenarrusa

SECRETARY OF STATE

Ray J. Clark
Corporation Clerk

ARTICLES OF INCORPORATION FOR FREEDOM INDUSTRIES FOUNDATION, INCORPORATED

APR 18 10 55 AM '88
SECRETARY OF STATE

The undersigned, for the purpose of forming a nonprofit corporation under the Idaho Nonprofit Corporation Act, do hereby make and adopt the following Articles of Incorporation:

Article I: NAME

The name of the corporation is: Freedom Industries Foundation, Incorporated.

Article II: NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Idaho. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

Article III: DURATION

The duration of the Corporation is perpetual.

Article IV: PURPOSE

The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. To provide monetary and logistical support to Freedom Industries, Incorporated, an Idaho corporation, and other organizations which provide support and employment for ex-offenders and other persons with employment handicaps.

B. To exercise all rights and powers conferred by the laws of the State of Idaho upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article V: LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but 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 4 (Purposes) hereof.

Article VI: MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote.

Article VII: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 4531 Alpine Street, Boise, Idaho 83705, and the name of its initial Registered Agent at that address is Jerel H. Adamson.

Article VIII: INITIAL BOARD OF TRUSTEES

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is seven(7). The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Trustees annually. The Bylaws may provide for ex officio, honorary, and alternate Trustees, and their rights and privileges. The name and address of each initial Trustee of the Corporation is as follows:

NAME	ADDRESS
Stan Allen	4531 Alpine Boise, ID
Roger Button	1365 North Orchard Boise, ID
Jerel Adamson	4531 Alpine Boise, ID
Harley Brueck	3132 Brown Boise, ID
Chet Haibel	11311 Chinden Blvd. Boise, ID
Paul Bull	1220 West Idaho Boise, ID
Monty Ralstin	4215 Irving Boise, ID

Article IX: OFFICERS

The Officers of the Corporation shall consist of a President, Vice President, Secretary-Treasurer and such other Officers and Assistant Officers as may be provided by the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

NAME	ADDRESS	TITLE
Stan Allen	4531 Alpine Boise, ID	President
Monty Ralstin	4215 Irving Boise, ID	Vice President
Roger Button	1365 North Orchard Boise, ID	Secretary-Treasurer

Article X: INCORPORATORS

The name and address of each Incorporator is as follows:

NAME	ADDRESS
Stan Allen	4531 Alpine Boise, ID
Jerel Adamson	4531 Alpine Boise, ID
Holly Debban	4531 Alpine Boise, ID

Article XI: BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

Article XII: AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Idaho, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

Article XIII: INDEMNIFICATION


The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Idaho.


Article XIV: NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

In Witness Whereof, the undersigned have signed these Articles of Incorporation on this 9th day of August, 1988.


Incorporator


Incorporator


Incorporator