



CERTIFICATE OF INCORPORATION
OF

LEADERSHIP BOISE ACADEMY, INC.

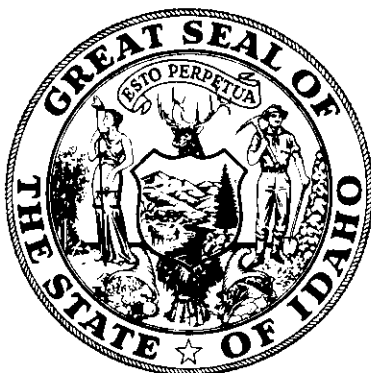
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

LEADERSHIP BOISE ACADEMY, 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 November 29, 1984



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

'84 NOV 29 PM 12 58

LEADERSHIP BOISE ACADEMY, INC.

SECRETARY OF
STATE

KNOW ALL MEN BY THESE PRESENTS: That the undersigned have this day voluntarily joined together and do hereby and by these Articles of Incorporation, unite and associate ourselves together for the purpose of forming a nonprofit corporation under the laws of the state of Idaho, Title 30, Chapter 3, Idaho Code, for the purpose hereinafter stated:

I

The name of this corporation shall be Leadership Boise Academy, Inc.

II

This corporation is a nonprofit corporation.

III

The term for which this corporation shall exist shall be perpetual.

IV

The location and post office address of the registered office of this corporation shall be 300 First Security Building, Boise, Idaho 83702 and the name of the registered agent at that address shall be MTB&B Service Company.

V

The objects and purposes for which this corporation is formed shall be and are exclusively charitable, scientific and educational as those terms are used in Section 501(c)(3), Internal Revenue Code of 1954, as amended, such objects and purposes being:

(1) To conduct educational programs for high school students in and around Boise, Idaho, to familiarize those students with the Boise area, its government, politics, professions, services, culture and opportunities for community involvement and leadership.

(2) To receive from any and all available sources funds for corporate purposes.

(3) To hold title, legal or equitable, to property for any purpose incidental to its powers, and to sell or encumber any such property, real or personal.

(4) To solicit, receive and expend the proceeds of fees, donations, bequests and legacies for any purpose for which this corporation is formed.

(5) To enter into such contracts and to incur such obligations as are consistent with its powers, objects, and purposes, but the private property of the officers and directors of the corporation shall be exempt from the debts of the corporation, and no officer, director or member shall be individually or collectively liable or responsible for any debts or liabilities of the corporation.

(6) It is intended that this corporation shall qualify as a charitable, scientific and educational corporation, exempt from taxation and particularly federal income taxation under Section 501(c)(3), Internal Revenue Code, 1954, as amended.

(7) All of the properties and assets of this corporation shall be, and are, irrevocably dedicated to charitable, scientific and educational purposes and no part of the monies, properties or assets of this corporation, upon dissolution or otherwise, shall inure to the benefit of any private person or individual. No substantial part of the activities of the organization shall be 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. Notwithstanding any other provisions of these articles, the organization shall not carry on any other activities not permitted by an organization exempt from federal income tax under Section 501(c)(3) Internal Revenue Code of 1954 as amended or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 as amended.

(8) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

(9) It is the intention of the incorporators hereof that the foregoing clauses shall be construed both as objects and powers, and the foregoing enumeration of specific objects and powers shall not be construed to limit or restrict in any manner the powers of this corporation, but said corporation shall have the power to do all and everything necessary, suitable, convenient or proper for the accomplishment of its purposes, for the attainment of any one or more of its objects hereinabove enumerated, or incidental to the purposes and objects hereinafter named, and which are permitted under the laws of the state of Idaho under which this corporation is organized, to the same extent and as fully as a natural person might or could do; provided, that this corporation shall not have the power to conduct, and shall not conduct, activities not in furtherance of charitable, scientific or educational purposes as those terms are used in Section 501(c)(3), Internal Revenue Code, 1954 as amended.

VI

The governing body of this corporation shall be managed by a Board of Directors of not less than three (3) persons, the exact number of persons to serve on such Board to be specified in the bylaws. Each Board of Directors, after the initial board identified below, shall be elected by the Board of Directors of the Greater Boise Chamber of Commerce, an Idaho nonprofit corporation whose address is 711 West Bannock, Boise, Idaho 83701. The names and addresses of the initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Barrett F. Rainey	Post Office Box 422 Boise, Idaho 83701
James W. Baldwin	6226 Edgewater Drive Boise, Idaho 83704
Phillip S. Oberrecht	8511 Brynwood Drive Boise, Idaho 83704

The initial Board of Directors shall serve until the first Board of Directors is elected as set forth above and in accordance with the Bylaws of this corporation.

VII

The Board of Directors of this corporation may meet and transact the business hereof either at the principal place of business herein designated, or at such other place as may be designated by resolution of the Board of Directors.

VIII

The Board of Directors of this corporation shall have the power to repeal, amend or alter the bylaws of the corporation, and to adopt new bylaws, by vote of not less than a majority of the members of said Board of Directors.

IX

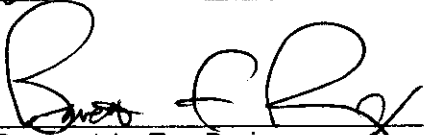
The corporation shall have no members.

X

The names and addresses of the incorporators hereof are as follows:

<u>Name</u>	<u>Address</u>
Barrett F. Rainey	Post Office Box 422 Boise, Idaho 83701
James W. Baldwin	6226 Edgewater Drive Boise, Idaho 83709
Phillip S. Oberrecht	8511 Brynwood Drive Boise, Idaho 83704

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 28th day of November, 1984.



Barrett F. Rainey



James W. Baldwin



Phillip S. Oberrecht

STATE OF IDAHO)
) ss.
County of Ada)

On this 28th day of November, 1984, before me, a notary public in and for said county and state, personally appeared BARRETT F. RAINEY, 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 this certificate first above written.

Barbara H. Beck
NOTARY PUBLIC for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
) ss.
County of Ada)

On this 28th day of November, 1984, before me, a notary public in and for said county and state, personally appeared JAMES W. BALDWIN, 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 this certificate first above written.

Barbara H. Beck
NOTARY PUBLIC for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
) ss.
County of Ada)

On this 28th day of November, 1984, before me, a notary public in and for said county and state, personally appeared PHILLIP S. OBERRECHT 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 this certificate first above written.

Barbara H. Beck
NOTARY PUBLIC for Idaho
Residing at Boise, Idaho