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**ARTICLES OF INCORPORATION OF
MCCALL-DONNELLY EDUCATION FOUNDATION, INC.**

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Non-profit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation:

**ARTICLE I.
NAME**

The name of the corporation shall be McCall-Donnelly Education Foundation, Inc.

**ARTICLE II.
NON-PROFIT STATUS**

The Corporation shall be a nonprofit corporation.

**ARTICLE III.
PERIOD OF DURATION**

The period of duration of the Corporation shall be perpetual.

**ARTICLE IV.
INITIAL REGISTERED OFFICE AND AGENT**

The location of this Corporation is in the City of McCall, County of Valley, State of Idaho. The address of the initial registered office is 706 N. First Street, McCall, Idaho, 83638, and the name of the initial registered agent at this address is Millemann, Pittenger, McMahan & Pemberton, LLP.

**ARTICLE V.
PURPOSES**

The purposes for which this corporation is organized are as follows:

(A) To support and enhance quality educational programs for every student in the McCall-Donnelly School District. To accomplish this mission, the Foundation reaches out to the community to secure funds and resources.

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(B) To undertake charitable literary, education, or scientific activities 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 organizations under Section 501(c)(3).

(C) To exercise all powers granted by law necessary and properly 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 of 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 VI. LIMITATIONS

No part of the net earnings or the 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. No substantial part of the activities of the Corporation shall be for 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 corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII. NON-STOCK CORPORATION

The Corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to its members.

ARTICLE VIII. MEMBERS

The Corporation shall have no members.

ARTICLE IX. 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) or more than fifteen (15) individuals. The actual number of Directors shall be fixed in accordance with the Corporation's Bylaws. The number, qualification, terms of office, manner of election, powers and duties of such Directors shall be such as may be prescribed by law, by these Articles, by such Bylaws as may from time to time be enforced.

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

<u>Name</u>	<u>Address</u>
Ingri Millemann	P.O. Box 1318 McCall, Idaho 83638
Joni Stright	1120 Elo Road McCall, Idaho 83638
Susan Bechdel	P.O. Box 823 McCall, Idaho 83638
Katy Sabala	P.O. Box 647 McCall, Idaho 83638
William Eldredge	1299 Warren Wagon Rd. McCall, Idaho 83638

ARTICLE X. INCORPORATOR

The name and street address of the incorporator is William R. Eldredge of 1299 Warren Wagon Rd., McCall, Idaho, 83638.

ARTICLE XI. BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's bylaws at a properly noticed special or regular meeting of the Board of Directors.

ARTICLE XII. **DISTRIBUTION ON 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 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.

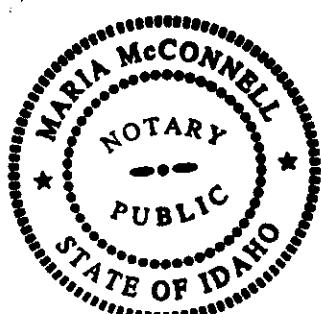
DATED this 21st day of October 2005.

William R. Eldredge, Incorporator

STATE OF IDAHO,)
) ss
County of Valley.)

On this 21st day of October, 2005, before me, a Notary Public in and for said State, personally appeared William R. Eldredge, 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.



Maria McConnell
NOTARY PUBLIC FOR IDAHO
My Commission Expires: 6/30/2011