

FILED

ARTICLES OF INCORPORATION

FEB 27 4 11 PM '98

OF

SECRETARY OF STATE
STATE OF IDAHO

THE OBSIDIAN FOUNDATION, INC.

The undersigned, acting as the incorporators of a nonprofit corporation ("Foundation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation ("Articles")

Article I Name.

The name of the Foundation is The Obsidian Foundation, Inc

Article II Nonprofit Status.

The Foundation is a nonprofit corporation intended to qualify as a tax exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or to corresponding provisions of subsequent Internal Revenue laws of the United States ("Code"). The Foundation is also intended to be an organization described under Section 509 of the Code as a private foundation. The Foundation is subject to the provisions of Idaho Code Section 30-3-13 addressing private foundations, the terms of which are specifically incorporated herein by this reference.

Article III Period of Duration.

The period of duration of the Foundation is perpetual.

Article IV Registered Office and Agent.

The location of the Foundation is in the City of Boise, County of Ada, and in the State of Idaho. The address of the initial registered office is 101 South Capitol Boulevard, 10th Floor, Boise, Idaho 83702, and the name of the initial registered agent at this address is Idaho Service Company, Inc.

Article V Purposes.

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

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A. Charitable, religious, literary, educational, or scientific purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, within the meaning of Section 501(c)(3) of the Code, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3) of the Code.

B. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Foundation to carry on any business for 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 Compliance with Code Provisions to Avoid Tax Under Sections 4941 Through 4945 of the Code

In compliance with provisions of the Code to avoid tax under Sections 4941 through 4945 of the Code, the Foundation:

- 1. shall distribute such amounts for each taxable year at such time, and in such manner as not to subject the Foundation to tax under Section 4942 of the Code;**
- 2. shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;**
- 3. shall not retain any excess business holdings as defined in Section 4943(c) of the Code;**
- 4. shall not make any investments in any manner as to subject the Foundation to tax under Section 4944 of the Code; and**
- 5. shall not make any taxable expenditures as defined in Section 4945(d) of the Code**

Article VII Limitations.

No part of the net earnings or the assets of the Foundation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons except that the Foundation 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 Foundation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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 provision of these Articles, the Foundation shall not carry on any other activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

Article VIII No Members

The Foundation shall not have any members.

Article IX Board of Directors.

The affairs of the Foundation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Foundation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Foundation in the manner and for the term provided in the Bylaws of the Foundation. The Bylaws may specify qualifications for Directors.

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

<u>NAME</u>	<u>ADDRESS</u>
Michael Boren	815 Park, Suite 302 Boise, Idaho 83712
Joan Boren	815 Park, Suite 302 Boise, Idaho 83712
Steven Atchley	1203 N. Hiltonhead Eagle, ID 83616

Article X Distribution on Dissolution.

Upon dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Foundation, distribute all the assets of the Foundation consistent with the purposes of the Foundation to such organization or organizations as shall at that time qualify as exempt under Section 501(c)(3) of the Code, 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 Foundation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Foundation.

Article XI Incorporators.

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

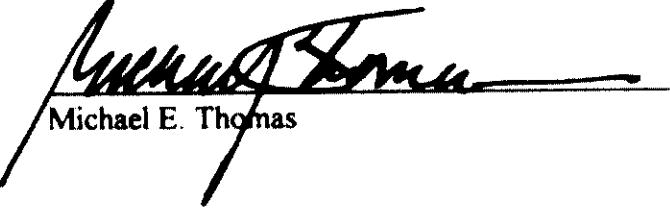
Michael E. Thomas

101 South Capitol Boulevard, 10th Floor
Boise, Idaho 83702

Article XII Bylaws.

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

DATED this 27th day of February, 1998.


Michael E. Thomas