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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
TRANSFORMATION ALLIANCE GROUP, INC.**

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned incorporator, desiring to form a nonprofit corporation (the "Corporation"), pursuant to Idaho Code, Title 30, Chapter 3, the Idaho Nonprofit Corporation Act (the "Act"), hereby certifies, declares, and adopts the following Articles of Incorporation.

ARTICLE I.

The name of this Corporation shall be Transformation Alliance Group, Inc., hereinafter referred to as Corporation.

(b) The existence of the Corporation will be perpetual.

(c) The principal office of the Corporation will be located at 180 Italian Gulch Road, Kellogg, Idaho 83837.

(d) The registered agent of the Corporation is Lori Hughes, whose address is 180 Italian Gulch Road, Kellogg, Idaho 83837.

ARTICLE II.

This is a public benefit Corporation. The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) This Corporation is organized, and at all times hereafter, shall be operated exclusively for charitable, scientific

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or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. More specifically, this Corporation is organized and at all times hereafter shall be operated exclusively to prepare underemployed, disadvantaged and disabled American citizens for middle-class employment in the evolving Information Technology (IT) sector of the economy, with its principal place of business in Kellogg, Idaho. This Corporation shall coordinate fund development programs on behalf of the Transformation Alliance Group and shall be empowered to receive donations and endowments of every nature for the operation, maintenance, enhancement, and expansion of said Transformation Alliance Group. This Corporation shall administer funds thus received and disburse them, or the income therefrom where endowment funds are received, to Transformation Alliance Group, all in a manner responsive to the needs of said Transformation Alliance Group.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered, and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist

of 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law.

ARTICLE III.

The Corporation shall have the power to indemnify its officers and directors by insurance and otherwise, as specified in Idaho Code 30-3-88.

The Corporation is empowered:

(a) To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain,

and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article II hereof.

(b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the Corporation property.

(c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation.

(d) The dissolution of this Corporation shall be conducted in accordance with and be governed by the provisions of the Idaho Code as now or hereafter specified, with the precise details thereof to be as specified in the By-laws of the Corporation. In the event of the termination or dissolution of this Corporation for any reason whatsoever, its remaining assets, if any, shall be distributed to the North Idaho Substance Abuse Council, or to such other local political subdivision of the State of Idaho that may be in existence at such time. All of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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.

ARTICLE IV.

(a) Management shall be vested in a Board of Directors consisting of seven (7) members, in accordance with the By-laws of this Corporation. They shall serve without compensation. The directors of the Corporation shall, at all times, be limited to individuals who are over the age of eighteen (18) years and residents of the United States. The names and addresses of the individuals who will serve as the initial directors of the Corporation and the terms for which each shall serve are:

<u>DIRECTOR</u>	<u>Address</u>
1. Lori Hughes	180 Italian Gulch Rd. Kellogg, ID 83837
2. Dixie Taylor	P. O. Box 1062 Kellogg, ID 83837
3. Mary Heston	P. O. Box 405 Kellogg, ID 83837
4. Karyn Harries, M.D.	P. O. Box 945 Pinehurst, ID 83850
5. Robert Burnett, M.D.	P. O. Box 945 Pinehurst, ID 83850
6. Bonnie Farmin	302 Emerald Drive Kellogg, ID 83837

7. Nancy Esselman

394 Powell Rd.
St. Maries, ID 83861

The terms of office of this initial Board of Directors shall continue until their successors are duly appointed.

(b) The officers of the Corporation, as provided by the By-laws of the Corporation, shall be elected by the directors of the Corporation in the manner therein set out, and shall serve until their successors are reelected and have qualified. The directors shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. Any two of the offices, except those of President and Secretary, may be held by the same person. The name and address of the initial President of the Corporation is:

Ms. Dixie Taylor
P. O. Box 1062
Kellogg, ID 83837

(c) The annual meeting shall be held at the McKinley Inn, 210 McKinley Avenue, Kellogg, Idaho on the first Tuesday after January 1 of each year, at the hour of 12:00 noon.

(d) The Corporation shall have no members.

ARTICLE V.

The Board of Directors of this Corporation shall have the sole power to adopt, alter, amend or repeal the By-laws of the

Corporation at any regular meeting or any special meeting called for that purpose, so long as they are consistent with the provisions of these Articles.

Signed by the Incorporator this 22 day of January, 2001.

Dixie L. Taylor
Dixie Taylor

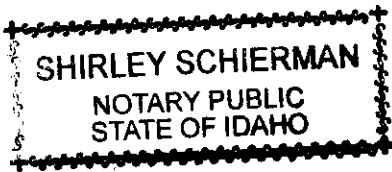
Dixie Taylor

Address: P. O. Box 1062
Kellogg, ID 83837

STATE OF IDAHO) ss.
County of Shoshone)

On the 22nd day of January, 2001, before me, the undersigned,
a Notary Public in and for the State of Idaho, personally appeared
DIXIE TAYLOR, known to me to be the person whose name is subscribed
to the within and foregoing instrument, and acknowledged to me that
she 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.



Shirley Sherman
Notary Public in and for the State of California

Notary Public in and for the
State of Idaho

Commission Expires: 01-01-05