

FILED

ARTICLES OF INCORPORATION
OF
KEEPING IDAHO CHILDREN SUCCESSFUL (KICS) FOUNDATION, INC.

In compliance with the requirements of the laws of the State of Idaho relating to non-profit corporations and acts amendatory and supplemental thereto, including particularly Section 30-3-1- et seq. of the Idaho Code, the undersigned natural persons, each of whom are of legal age and citizenship of the United States, in order to form a non-profit corporation for the purposes herein after stated, do hereby as incorporators, adopt the following Articles of Incorporation, and certify:

ARTICLE I
NAME

The name of this corporation is KEEPING IDAHO CHILDREN SUCCESSFUL (KICS) FOUNDATION, INC. hereinafter called the "Corporation."

ARTICLE II
NOT FOR PROFIT

The Corporation is a non-profit 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 distributed to or for the benefit of its Directors or Officers, except to the extent permissible under law.

The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the corporation shall inure to the benefit of any member or any individual or any private corporation for profit. Nor shall any of the property, assets or earnings of the corporation be used for other than charitable, scientific and educational purposes. Nor shall any of the property, assets or earnings of the corporation be used for propaganda or lobbying.

This Corporation is instituted for purely charitable purposes and for the accomplishment of the ends set forth above. It is not organized for profit and shall have no authority to issue capital stock.

Notwithstanding any other provision of these articles, if at any time or times the corporation shall be "private foundation" as defined in Section 509 of the Internal Revenue Code, then during such time or times the corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code; shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; shall not make any investment in any manner as to subject the corporation to tax under Section 4944 of the Code; and shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

ARTICLE III ADDRESS

The principal office of the Corporation is located at Twin Falls, Idaho, 83301.

ARTICLE IV DURATION

The duration of the Corporation is perpetual.

ARTICLE V PURPOSE AND POWERS OF THE CORPORATION

1. To open Martial Arts training schools regionally located across the State of Idaho;
2. To provide Martial Arts training services to at risk children in Idaho;
3. To raise money to support the programs above stated;
4. To accomplish the above stated ends, the corporation may:

A. Take and hold by gift, purchase, grant, lease, devise, bequest or otherwise any property, real or personal or any interest in such property, without limitation as to amount or value, necessary or desirable for attaining the objects and carrying into effect the purposes of the corporation; to sell, transfer, convey and dispose of such property; to borrow money for the purposes of the corporation and issue bonds for such money and secure the same by mortgage; to invest, reinvest and deal with the same and expend the income from it or the principal of it for any of the above-mentioned purposes subject only to such limitations as may be contained in the instrument under which such property is received but free from any restrictions applicable to the investment and reinvestment of trust funds; and to exercise any corporate powers necessary or incidental to the exercise of the powers enumerated above.

B. Solely and exclusively for the above-described purposes, to receive, hold and administer any and all property, real, personal, or mixed, invest or reinvest the same, including the right to sell, convey, mortgage, or pledge the same, borrow money, and to carry on any and all activities incident to such transactions; to accumulate principal or income for the purpose of erecting buildings or such other extensive programs as shall require accumulations incident to the accomplishment for the above-

described purposes; and to distribute and to expend any and all assets, whether income or principal.

C. Without in any way intending to limit such general purposes stated above by any of the specific objects and powers referred to, the corporation shall have power.

- (a) To establish and maintain charitable, benevolent, scientific and/or educational agencies and institutions.
- (b) To contribute to, aid and/or assist agencies and/or institutions now or hereafter established for such charitable, benevolent scientific and/or educational purposes.
- (c) To publish and circulate reports, pamphlets, articles, and other matter dealing with charitable, benevolent, scientific and/or educational purposes.
- (d) To make awards, grant scholarships and create endowments for the purpose of promoting or carrying out any of its objectives or purposes.
- (e) To comply with the directions of the donors or testators with regard to any property given, devised, or bequeathed to it, for any such charitable, benevolent, scientific or educational purpose.
- (f) To enter into, make, perform and carry out contracts of every form or kind for any corporate purpose without limit as to amount, with any person, firm, association or corporation.
- (g) To do any and all such acts as are necessary or convenient to the attainment of any of the objects and purpose set forth in this instrument to the same extent and as fully as any natural person might or could do.
- (h) To have offices and promote and carry out its objects and purpose within and without the State of Idaho, other states and territories of the United States, and in any and all foreign countries, and in general to have all powers conferred on a corporation organized under the laws of the State of Idaho.

ARTICLE VI DISTRIBUTIONS

This corporation is organized exclusively for charitable, educational, and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law.

ARTICLE VII COMPENSATION OF DIRECTORS AND OFFICERS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and 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 carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII NO MEMBERS

This corporation is organized without members, voting or nonvoting, pursuant to Idaho Code Section 30-3-36.

ARTICLE IX DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors of at least ~~6~~^{three (3)} and not more than seven (7) Directors as designated by the initial incorporators, at meetings duly held pursuant to the By-Laws and at which a quorum is present in person. The Board of Directors by majority vote may subsequently remove a director or an officer by a two thirds (2/3) majority vote of the remaining directors.

Directors initially appointed shall serve for a term of one year. Vacancies during the terms shall be filled by appointment by a majority of the remaining Directors.

ARTICLE X DISSOLUTION

The Corporation may be dissolved only upon compliance with one of the following conditions:

- (a) One or more public agencies assuming all duties and responsibilities of the Corporation; or
- (b) Merger or consolidation with a similar non-profit corporation to carry out the duties and responsibilities of the Corporation including the specific financial accounts as required by the By-Laws and/or Declaration.

Upon compliance with the above requirements, the Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the directors.

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all 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, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (as presently existing or hereinafter 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 Judicial District of the county, in the State of Idaho, in which the principal office of the corporation is then located, exclusively for such persons or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes. In no event shall any of the corporations assets inure to the benefit of the directors or officers of the corporation.

ARTICLE XI INCORPORATOR

The name and post office address of the incorporator is:

Name

Address

Dr. Jay Hartwell

1643 Julie Lane
Twin Falls, ID 83301

ARTICLE XII
REGISTERED AGENT

Dr. Jay Hartwell, whose address is 1643 Julie Lane, Twin Falls, Idaho, 83301 is hereby appointed the initial Registered Agent of this Corporation.

ARTICLE XIII
DIRECTORS

The names and address of the Directors are:

<u>Name</u>	<u>Address</u>
Dr. Jay Hartwell	1643 Julie Lane Twin Falls, ID 83301
Sean Kay	1963 Hiland Burley, ID 83318

ARTICLE XIV
LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit or be distributable to its Directors 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 V (Purposes) hereof.

ARTICLE XV
OFFICERS

The Officers of the Corporation shall consist of a Chairperson, Vice Chairperson, Secretary, Treasurer or any combination thereof and such other Officers and Assistant Officers as may be provided in the By-Laws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the By-Laws.

ARTICLE XVI
AMENDMENT

The Corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Directors and officers are subject to this 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 Idaho law.

Amendments to these Articles shall require the assent of two-thirds (2/3) of the Directors of the Corporation at any meeting called specifically for that purpose.

ARTICLE XVII INDEMNIFICATION

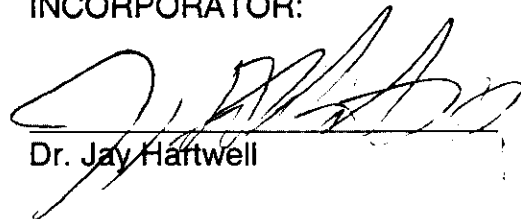
The Corporation shall indemnify each Officer and Director including former Officers and Directors to the fullest extent permitted by the laws of the State of Idaho.

ARTICLE XVIII BY-LAWS

The By-Laws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded solely by the Board of Directors.

IN WITNESS WHEREOF the undersigned have signed these Articles of Incorporation on this 11 day of March, 1999.

INCORPORATOR:


Dr. Jay Hartwell

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 11th day of March, 1999, before me, the undersigned, a notary public in and for said county and state, personally appeared Jay Hartwell, 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.



P. Parker
NOTARY PUBLIC FOR IDAHO
Residing at: Twin Falls
My Commission Expires: 03/28/01