



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

WEISER PUBLIC SCHOOLS EDUCATION FOUNDATION, INC.

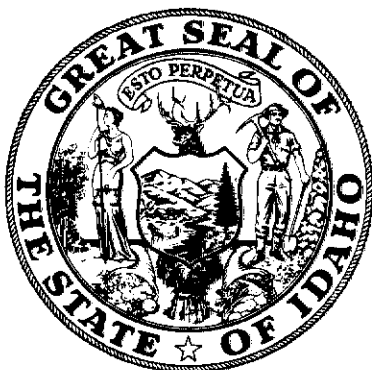
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

WEISER PUBLIC SCHOOLS EDUCATION FOUNDATION, 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 13, , 19 89 .



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zahala
Corporation Clerk

NOV 13 2 05 PM '88
SECRETARY OF STATE

RECEIVED
SEC. OF STATE

89 AUG 3 AM 9 11

ARTICLES OF INCORPORATION

OF

WEISER PUBLIC SCHOOLS EDUCATION FOUNDATION, INC.

A NON-PROFIT ORGANIZATION

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, citizens and residents of the State of Idaho and the United States of America, over the age of twenty-one (21), for the purpose of organizing and forming a non-profit corporation under the provisions of the Idaho Non-Profit Corporation Act (Title 30, Chapter 3, Idaho Code, Sections 30-301 to 30-332) and all other pertinent laws of the State of Idaho, do hereby associate ourselves and adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation is the Weiser Public Schools Education Foundation, Inc., and its duration shall be perpetual.

ARTICLE II

The purpose of this corporation is to establish, maintain, supplement and augment educational programs offered through or in conjunction with the Weiser School District No. 431 located in Weiser, Washington County, Idaho, to promote and establish scholarships or similar educational opportunities for students of the foregoing school district, within or beyond the territorial limits of the school district itself, and any other lawful activity, none of which is for profit, for which corporations may be organized.

This corporation is organized exclusively to support educational purposes within the meaning of section 501(C)(3) of the Internal Revenue Code.

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(C)(3) of the Internal Revenue Code.

This organization is not organized for profit, and no part of the net earnings shall inure to the benefit of any private shareholder.

ARTICLE III

The corporation is to have one class of members, which shall be defined in the By-laws of the corporation. The manner of election and the qualifications and rights of the members shall be as set forth in the By-laws of the corporation.

ARTICLE IV

The street address of the initial registered office of the corporation is: 925 Pioneer Road, Weiser, Idaho 83672.

The name of the corporation's initial registered agent at this address is: Thomas Falash, Sr.

ARTICLE V

The number of directors constituting the initial Board of Directors shall be five (5). However, the Board of Directors may allow any and all persons or committees of such persons as they desire to attend meetings and otherwise assist in the management of the corporation.

RECEIVED
SEC. OF STATE

ARTICLE VI

89 NOV 13 AM 10 16

The management of the affairs and business of the corporation shall be vested in the Board of Directors.

The number, qualifications, powers,, duties, terms of office, manner of election, and times and places for meetings of the Board of Directors shall be prescribed by the Board of Directors and recorded in the By-Laws of the corporation.

The Board of Directors may adopt By-Laws by a majority vote which will further the purposes of the corporation as established in Article II.

Amendment to these Articles shall be made by adoption of such amendment at a meeting of the members.

ARTICLE VII

The assets of this corporation on dissolution or final liquidation shall be distributed to Weiser School District No. 431, a public school district in the State of Idaho, so long as such School District shall comply with the non-profit laws of the State of Idaho and the requirements of the Internal Revenue Code. However, if Weiser School District No. 431 is not then in existence or no longer exempt from federal income tax, or is unwilling or unable to accept the distribution, then the assets shall be distributed to an organization which has established its tax exempt status under Section 501(C)(3) of the Internal Revenue Code, and which has similar purposes as defined in Article II of this charter.

ARTICLE VIII

The names and addresses of each incorporator and each initial member of the Board of Directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Nola Woods	2076 Weiser River Road Weiser, Idaho
Dian Saito	1089 Olds Ferry Rd. Weiser, Idaho
Phil Ulmer	2275 Valley View Weiser, Idaho
Hershall Johnson	1025 West First Weiser, Idaho
Harry Reeves	1219 County Road 70 Weiser, Idaho

DATED this 31st day of December, 1988.

Nola Woods
Nola Woods

Dian Saito
Dian Saito

Phil Ulmer
Phil Ulmer

Hershall Johnson
Hershall Johnson

Harry D. Reeves
Harry Reeves

INCORPORATORS