

FILED/EFFECTIVE

01 NOV 30 PM 2: 10 ARTICLES OF INCORPORATION

SECRETARY OF STATE
STATE OF IDAHO

OF

CONSTRUCTION FRIENDS FOUNDATION, INC.

The undersigned natural persons over the age of eighteen (18) years, acting as incorporators of a nonprofit corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for said Corporation:

Article I

NAME

The name of this nonprofit corporation is CONSTRUCTION FRIENDS FOUNDATION, INC.

Article II

DURATION

This corporation shall continue in existence perpetually unless dissolved pursuant to law.

Article III

PURPOSE

- (a) To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Idaho, and to act and operate as a charitable organization in lessening the burdens of government, providing relief of the poor and distressed or under-privileged, and promoting social welfare by reducing unemployment through economic development.
- (b) To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the foregoing and following purposes.
- (c) To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the Idaho Nonprofit Corporation and Cooperation Association Act, as amended and supplemented.

IDAHO SECRETARY OF STATE
11/30/2001 05:00
CK: 10418 CT: 142617 BH: 432150
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- (d) To solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity "in furtherance of, incidental to, or connected with any of the other purposes."

Article IV

MEMBERS

This corporation shall not have any class of members or stock.

Article V

BY-LAWS

Provisions for the regulation and management of the internal affairs of the corporation shall be set forth in the By-Laws.

Article VI

BOARD OF DIRECTORS

The number of Board of Directors of this Corporation shall be four, or more than four, as fixed from time to time by the By-Laws of the Corporation. The number of Board of Directors of the Corporation constituting the present Board of Directors of the Corporation is four (4), and the names and addresses of the persons who are to serve as Board of Directors until their successors are elected and shall qualify.

Barry South
1066 West 33 North
Idaho Falls, Idaho 83401

Randy South
1066 West 33 North
Idaho Falls, Idaho 83401

Mike Poston
566 South Woodruff Ave.
Idaho Falls, ID 83401

Gregory J. Ehardt
2677 East 17th Street,
Suite 400
Idaho Falls, Idaho 83406

Article VI

INCORPORATORS

The name and address of the incorporator is:

Barry South
3007 East 49 North
Idaho Falls, Idaho 83401

Article VIII

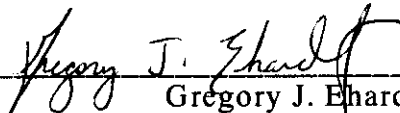
REGISTERED OFFICE AND AGENT

The name and address of the corporation's initial registered agent and office shall be:

Gregory J. Ehardt
2677 East 17th Street, Suite #400
Idaho Falls, Idaho 83406

Such office may be changed at any time by the Board of Trustees without amendment of these Articles of Incorporation.

I hereby acknowledge and accept appointment as corporate registered agent:



Gregory J. Ehardt

Article IX

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be 3007 East 49 North, Idaho Falls, Idaho 83401. The business of this Corporation may be conducted in all counties of the State of Idaho and in all states of the United States, and in all territories thereof, and in all foreign countries as the Board of Trustees shall determine.

Article X

DISTRIBUTIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its Board of 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 III hereof. No substantial part of the activities of the

corporation shall be 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 of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended or supplemented, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended or supplemented.

Article XI

DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended or supplemented, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court 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.

In Witness Whereof, I, Barry South have executed these Articles of Incorporation in duplicate this 29 day of November, 2001, and say:

That I am the incorporator herein; that I have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of my knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters I believe to be true.

By Barry South
Barry South