



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

H.P. MAGNUSON FAMILY FOUNDATION, INC.

was filed in the office of the Secretary of State on the **seventh** day of

February A. D. One Thousand Nine Hundred **Seventy-Nine** and
will be microfilm
is duly recorded on **Film No.** of Record of Domestic Corporations of the State of Idaho,

and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **perpetual existence** from the date hereof, with its registered office in this State located at **Wallace, Idaho** in the County of **Shoshone.**

and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **7th** day of **February**, A.D., 19 **79**

Secretary of State.

RECEIVED
ARTICLES OF INCORPORATION
OF
H. F. MAGNUSON FAMILY FOUNDATION, INC.
79 FEB 1 AM 8 46

SECRETARY OF
STATE

The undersigned, each being of full age and a citizen of the United States, desiring to form a nonprofit corporation under the laws of the State of Idaho, do hereby certify:

ARTICLE I

The name of the corporation shall be H. F. MAGNUSON FAMILY FOUNDATION, INC.

ARTICLE II

The purposes for which the corporation is to be formed shall be:

(a) Exclusively to receive and administer funds for charitable, religious, educational and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) To that end, to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value.

(c) To sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof, in such manner as, in the judgment of the directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may

be contained in the instrument under which such property is received, the Articles of Incorporation or Bylaws of the corporation, or any laws applicable thereto.

(d) To do any other act or thing incidental to or connected with the foregoing purposes or in the advancement thereof, but not for pecuniary profit or financial gain of its directors or officers.

ARTICLE III

In carrying out the above purposes, the following governing provisions shall apply and be complied with:

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes.

(b) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(f) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(g) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws, or (2) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV

The location and post office address of the registered office of the corporation is to be Scott Building, Wallace, Idaho. The registered agent is H. F. Magnuson.

ARTICLE V

The duration of this corporation shall be perpetual.

ARTICLE VI

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively to charitable, religious, educational or scientific organization or organizations which shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws. No member, director, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on its dissolution.

ARTICLE VII

The names and addresses of the persons forming this corporation and who were elected to serve as initial directors of the corporation are:

<u>Name</u>	<u>Address</u>
H. F. Magnuson	Wallace, Idaho
Colleen B. Magnuson	Wallace, Idaho
D. L. Hess	Wallace, Idaho

The election of the directors was held at Wallace, Idaho on January 26, 1979, and notice of such election was given by publication in the North Idaho Press newspaper for three weeks before the election, and by the posting of notice in a conspicuous place on the building where such election was held for the same length of time.

IN WITNESS WHEREOF, the undersigned have subscribed our names this 26th day of January, 1979.

H. F. Magnuson
Colleen B. Magnuson
D. L. Hess

STATE OF IDAHO)
) ss.
COUNTY OF SHOSHONE)

On this day personally appeared before me H. F. Magnuson, Colleen B. Magnuson and D. L. Hess, known to be the individuals described in and who executed the within and foregoing instrument, and acknowledged that they signed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned.

WITNESS my hand and official seal on January 26, 1979.

Barbara Anderson
Notary Public in and for the State
of Idaho, residing at Wallace

STATE OF IDAHO)
) ss.
COUNTY OF SHOSHONE)

The undersigned, being first duly sworn, on oath deposes and says:

The he presided at the meeting held at Wallace, Idaho on January 26, 1979, at which all of the members of the corporation were present, and that at said meeting those named in Article VII of the foregoing ARTICLES OF INCORPORATION were unanimously elected to serve as directors of the corporation.

That the notice of the meeting to elect the said directors was given by publication and posting as described in Article VII of said Articles.

By *H. F. Magnuson*
H. F. Magnuson

SUBSCRIBED and SWORN to before me this 26th day of January, 1979.

Barbara J. Peterson
Notary Public in and for the State of
Idaho, residing at Wallace.

H. F. MAGNUSON & COMPANY

Certified Public Accountants

SCOTT BUILDING
WALLACE, IDAHO

MEMBER
AMERICAN INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS

RECEIVED
79 FEB 1 AM 8:46

SECRETARY OF
STATE

January 26, 1979

OFFICES
KELLOGG AND
CITY OF DALENE, IDAHO

D.L. Hess - 752-734

Secretary of State
State of Idaho
Boise, ID 83701

RE: H. F. Magnuson Family Foundation

Dear Sir:

Enclosed in triplicate are the Articles of Incorporation for the Harry F. Magnuson Family Foundation, a non-profit corporation. We would appreciate your filing and recording one set of the Articles and issuing your certificate of incorporation. Our check in the amount of \$60.00 is enclosed in payment of your filing fees. We would appreciate your sending two copies of the certified Articles back to us.

In the event there are more funds due in connection with these fees, please send us a bill and we will promptly issue a supplemental check.

15.00

2 40

17.40

H. F. Magnuson

Very truly yours,

H. F. MAGNUSON & COMPANY

By

D. L. Hess

D. L. Hess

DLH:cm

Enclosures

Do as of
Feb., 7

4:55 p.m.

60377

agent
needs the word generate in corp name.
Capital stock? No. This is a CH corp.

Is consent needed? No. This letter
is sufficient since it is from one of the
existing corps. File it w/ articles.