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**ARTICLES OF INCORPORATION OF
IDAHO-LEWIS COUNTY TECHNICAL EDUCATION FOUNDATION, INC.**

The undersigned, acting as incorporator of a corporation, to form a non-profit corporation under the Idaho Non-Profit Corporation act, Chapter 3, Title 30, Idaho Code ("Act"), hereby adopt and submit to the Idaho Secretary of State the following Articles of Incorporation ("Articles").

ARTICLE I. NAME

The name of this non-profit corporation shall be: Idaho-Lewis County Technical Education Foundation, Inc.

ARTICLE II. NONPROFIT STATUS

The Corporation shall be a non-profit corporation.

ARTICLE III. PERIOD OF DURATION

The period of the Corporation's duration is perpetual.

ARTICLE IV. MAILING ADDRESS, REGISTERED OFFICE AND AGENT

The mailing address of the Corporation shall be: P.O. Box 393, Grangeville, ID 83530.

The street address of the registered office of the Corporation is: 300 W. Main Street, Ste 201, Grangeville, ID 83530. The name of the initial registered agent at that address is: Melisa Bryant.

ARTICLE V. PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

1. The 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, or the corresponding section of any future federal tax code; and
2. In furtherance of and within the limits of the foregoing purposes stated in Article V(1) above:

IDAHO SECRETARY OF STATE
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a. To promote and further technical education and technical education opportunities for the public in the Idaho County and Lewis County areas of the State of Idaho; and

b. To exercise all powers granted by to non-profit corporations by law and to engage in lawful activities incident thereto necessary and proper to carry out the foregoing purposes for which the Corporation is constituted as permitted by section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including but not limited to, the power to apply for, accept and use state, federal and local government funds, public and private donations of money, property, whether real or personal, or any other things of value in the manner permitted by law and these articles.

ARTICLE VI. LIMITATIONS

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 to make payments and distributions in furtherance of the purposes set forth in Article V above. Notwithstanding any other provision of these articles, 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, 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII. NO MEMBERS

The Corporation shall have no voting members or shareholders.

ARTICLE VIII. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors as provided in the Bylaws of the Corporation. The number of Directors serving on the Board of Directors shall be a fixed in accordance with the Corporation's Bylaws, but shall be a minimum of three (3) and no more than seven (7). Other than the Directors constituting the initial Board of Directors, who are designated

below, the Directors shall be elected by the existing Directors in the manner designated and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

1. Rick Peterson, 93 Highway 95 North, Grangeville, ID 83530.
2. Emmett Wilson, 802 Smith Street, Cottonwood, ID 83522.
3. Clarence Chapman, 607 W. Main Street, Grangeville, ID 83530.

ARTICLE IX. DISTRIBUTION ON DISSOLUTION

Upon the dissolution of the Corporation, assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, 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 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. No part of the assets of the Corporation shall be distributed to any directors or officers of the Corporation.

ARTICLE X. INCORPORATORS

The names and addresses of each incorporator is: Melisa Bryant, Ida-Lew Economic Development Council, Inc., 300 W. Main Street, Ste 201, Grangeville, ID 83530.

Dated this 1 day of January, 2014.

Idaho-Lewis County Technical Education Foundation, Inc.

By: Melisa Bryant
MELISA BRYANT
Incorporator