

**FILED**

## ARTICLES OF INCORPORATION

OF

### *SMS CORPORATION*

The undersigned, acting as the incorporators of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3 Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

#### **ARTICLE I - NAME & POWERS**

The name of the corporation is the SMS Corporation, an Idaho Corporation.

This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) or other applicable subsection of Section 501(c) of the Internal Revenue Code. The specific purpose of this corporation is to operate as a religious, social and charitable organization, and to engage in any lawful activity which is permitted within the meaning of the Idaho Nonprofit Corporations Act of 1993 and any subsequent equivalents.

This corporation is a public benefit corporation and is not organized for the private gain of any natural or unnatural person or entity. It is organized under the Nonprofit Corporation Laws of the State of Idaho, exclusively for fraternal, charitable, civic and social pursuits, charitable and religious benefit purposes.

#### **ARTICLE II - NONPROFIT STATUS**

The corporation is a nonprofit corporation.

#### **ARTICLE III - PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

#### **ARTICLE IV - REGISTERED OFFICE AND AGENT**

The location of the Corporation is in the City of Boise, County of Ada, and the State of Idaho. The address of the initial registered office is 6962 W. Belhaven Drive, Boise, ID 83703, and the name of the initial registered agent at this address is Bonnie J. Merritt, member of the Board of Directors.

IDAHO SECRETARY OF STATE

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## ***ARTICLE V - PURPOSE***

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

A. The Corporation is organized and will be operated exclusively for educational and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3);

B. Notwithstanding any other provisions of these articles, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income taxes under IRC Section 501(c)(3) or other applicable subsection of 501(c) or (b) by a corporation contributions to which are deductible under the IRC Section 170(c) (2), or corresponding provisions of any future United States internal revenue law;

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

## ***ARTICLE VII - LIMITATIONS***

The Corporation will have no stock and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 hereof. No substantial part of the activities of the Corporation shall be for carrying on propaganda, or other wise 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended from time to time.

## ***ARTICLE VIII- MEMBERSHIP***

The Corporation is not a membership corporation and shall not have members within the meaning of the Nonprofit Corporation Laws of the State of Idaho.

## **ARTICLE IX - BOARD OF DIRECTORS**

After the term of the initial board of directors has ended, the board of directors, and the number thereof, shall be as specified herein, *provided* that the number of the members of the board of directors shall never be less than three (3) and the corporation shall have the following officers: Chairman, Vice-Chairman, Secretary-Treasurer. The term of the initial board of directors shall end upon the first organizational meeting of the initial board of directors. At the first organizational meeting, the initial board of directors shall approve such resolution(s) that will provide compliance of the corporation in accordance with this paragraph.

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

<u>Name</u>	<u>Address</u>	<u>Phone</u>
Leslie R. Fitzpatrick	6962 W. Belhaven Drive Boise, ID 83702-2474	208-853-4124
John Keenan, Esq.	3995 S. Sheringham Boise, ID 83704	208-375-2532
Bonnie J. Merritt	6962 W. Belhaven Drive Boise, ID 83702-2474	208-853-4124

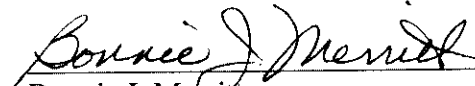
## **ARTICLE X - DISTRIBUTION ON DISSOLUTION**

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income of the assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution of the corporation, its assets remaining after payment, or provision for payment, of all debts, liabilities and obligations of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and shall be operated exclusively for charitable and educational purposes in harmony with those of this organization, and which has established its tax exempt status under IRC Section 501(c)(3);

## **ARTICLE XI - BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

Dated this 25<sup>th</sup> day of February of 1999, Anno Domini.

  
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Bonnie J. Merritt  
Initial Incorporator  
SMS, INC.