

State of Idaho

Department of State

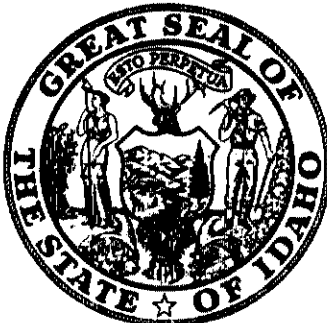
CERTIFICATE OF INCORPORATION OF

MADISON 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 MADISON 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: September 20, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

**ARTICLES OF INCORPORATION
OF
MADISON EDUCATION FOUNDATION, INC.
A Nonprofit Corporation**

SEP 20 8 40 AM '93
SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned citizens of the United States of America, of the age of twenty-one years or more, by these presents voluntarily associate ourselves together for the purpose of forming a non-profit corporation, and we do hereby certify:

FIRST

The name of this corporation is MADISON EDUCATION FOUNDATION, INC.

SECOND

The purposes for which this corporation is formed are:

- A. To promote, sponsor, support, implement, and carry out educational activities, purposes and objectives
- B. To receive gifts of money and other property, real, personal, and mixed, that may be donated for religious, charitable, scientific, literary, and/or educational purposes by persons, firms, and corporation.
- C. To disburse the funds at any time held by it for any and all the purposes aforesaid in such amounts and at such times and from time to time as the said directors in their absolute discretion shall determine, and in conformity with the provisions of the Internal Revenue Code and comparable state law with regard to exemption from income taxes.
- D. To do all and every thing necessary, suitable and proper for the accomplishment of said purposes, either alone or in association with other entities or individuals, including the right to own real and personal property, to borrow money and to do all things authorized and allowed by the non-profit corporation laws of the State of Idaho.

THIRD

The address of the initial registered office of the corporation is 39 E. Main, Rexburg, Madison County, Idaho 83440, and the name of its initial registered agent at such address is Grant Nelson.

FOURTH

The term for which this corporation is to exist shall be perpetual, from and after the date of its incorporation, unless sooner dissolved or disincorporated, pursuant to law.

FIFTH

The affairs of the corporation shall be conducted by a Board of Directors of not less than three (3) members, the exact number of which and the time and manner of their election, as well as their terms, shall, from time to time, be fixed by the Bylaws.

The initial Officers and Board of Directors shall consist of the following twenty (20) persons whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Mala Anderson	608 W. Main Rexburg, ID 83440
Mauri Barton	1686 W. 1750 N. Rexburg, ID 83440
Nyle Boyle	12 N Center Rexburg, ID 83440
Moana Boyle	611 W. Main Rexburg, Id 83440
Terry Cardon	1535 W. 190 S. Rexburg, ID 83440
Mike Clements	95 W. Sunset Cr. Rexburg, ID 83440
Vicki Crouch	510 S. 400 E. Rexburg, ID 83440
Bob DaBell	124 E. Main Rexburg, ID 83440
Sharon DeMordaunt	345 Shoshone Av. Rexburg, ID 83440
Janet Goodliffe	23 S 100 E. Rexburg, ID 83440
Ted Hendricks	375 S. 500 E. Rexburg, ID 83440
Richard Holloway	290 N. 1st E Rexburg, ID 83440
Mike Mitchell	1812 W. 1750 N. Rexburg, ID 83440
Dawn Moss	134 Madison Ave. Rexburg, ID 83440
Grant Nelson	39 E. Main Rexburg, ID 83440
Brent Orr	290 N 1st E Rexburg, ID 83440
Sheril Pearson	114 Elm Av. Rexburg, ID 83440
Randy Sutton	39 Professional Plz Rexburg, ID 83440
David Ward	249 Harvard Av Rexburg, ID 83440
Shane Webster	324 E. 300 S. Rexburg, ID 83440

SIXTH

This corporation shall issue no capital stock, but shall have members, without limit in number, the qualifications, rights and responsibilities of which shall be governed by the By-Laws of the corporation.

SEVENTH

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 Paragraph Second hereof. No substantial part of the activities of the corporation shall be 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 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 of 1954 (or the corresponding provision of any other present or future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any other present or future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any other present or future United States Internal Revenue Law), as the Board of Directors shall determine. Any of 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.

EIGHTH

The name and address of the incorporators:

<u>Name</u>	<u>Address</u>
<u>Grant Nelson</u>	<u>39 E. Main Rexburg, ID 83440</u>
<u>Robert DaBell</u>	<u>124 E. Main Rexburg, ID 83440</u>
<u>Sheril Pearson</u>	<u>114 Elm Av. Rexburg, ID 83440</u>

DATED: AUGUST 24, 1993

Giant Nelson
Robert D. Russell
Sherie Pearson

STATE OF IDAHO,)
 ss.
County of Madison.)

On this 24th day of ~~July~~ ^{AUGUST}, 1993, before me, the undersigned, a notary Public in and for said State, personally appeared GIANT NELSON, ROBERT D. RUSSELL & SHERIE PEARSON, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

John Russell
Notary Public for Idaho
Residing at Rehoboth, Idaho
My Commission Expires: 4-13-96