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Department of State.

**CERTIFICATE OF INCORPORATION
OF**

SOUTH FREMONT 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 _____

SOUTH FREMONT 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 April 8, 19 91.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF INCORPORATION

OF

SOUTH FREMONT EDUCATION FOUNDATION, INC.

The undersigned, a majority of whom are citizens of the United States, acting under the Idaho Non-Profit Corporation Act, adopt the Articles of Incorporation as follows:

ARTICLE I

The name of the corporation is South Fremont Education Foundation, Inc.

ARTICLE II

This corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

Section 1. Purposes. The purposes for which this corporation is formed are, in general, to promote, sponsor and carry out educational purposes and objectives; and it may, but not in limitation of the foregoing, receive, hold, own, manage, use, purchase, mortgage and dispose of property of all kinds, real, personal, and intangible, whether held

absolutely or in trust, or by way of agency or otherwise, for the benefit of School District 215 schools and the educational activities that may be conducted by School District 215 schools.

Section. 2. Powers This corporation shall have and exercise all rights, powers, privileges and immunities provided by the Idaho Non-Profit Corporation Act, Idaho Code Section 30-301 et. seq., as amended.

Section 3. Exempt Status. This corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the corporation is distributable to, or inures to the benefit of its directors or officers except to the extent permitted under the Idaho Non-Profit Corporation Act. 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, nor 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 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 of 1986 (or the corresponding provision of any 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 1986 (or the corresponding provision of any future United States Internal Revenue law).

Section 4. Dissolution of Corporation. Upon the dissolution of his corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or 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 by the District Court of the 7th Judicial District of the State of Idaho, in and for the County of Fremont exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

The corporation is to be organized upon a non-stock, certificate of membership basis. Such memberships shall be non-redeemable, non-transferrable, and non-dividend bearing. The affairs of the corporation shall be vested in and managed by the Board of Directors. The conditions and regulations of membership and the rights and other privileges of the classes of membership shall be determined and fixed by the bylaws. The private property of the members of this

of this corporation shall be not liable for its corporate debts.

ARTICLE VI

No part of the income of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation or any private individual (except that the reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

ARTICLE VII

This corporation is not a church and the management of its affairs shall be vested in the Board of Directors.

ARTICLE VIII

The Post Office box of its initial registered office is: Route 1, Box 6-A, St. Anthony, Idaho 83445, and the name of its initial registered agent at such address is: Judy Davis.

ARTICLE IX

The number of directors constituting the initial Board of Directors of the corporation is seventeen (17). The

names and addresses of the persons who shall serve as the initial directors until the first annual meeting or until the successors are elected and shall qualify are:

| | |
|-------------------|---------------------------------------|
| Linda Bauer | 248 E. 2nd N., St. Anthony ID 83445 |
| Shellie Blanchard | Box 131, Chester ID 83421 |
| Darleen Brainard | 475 E. 3rd N., St. Anthony ID 83445 |
| Linda Crapo | Rt. 2, Box 17-A, St. Anthony ID 83445 |
| Patti Crapo | Rt. 2, Box 17, St. Anthony ID 83445 |
| Judy Davis | Rt. 1, Box 6-A, St. Anthony ID 83445 |
| Jerry Edgington | 405 W. 4th N., St. Anthony ID 83445 |
| Maxine Edgington | 405 W. 4th N., St. Anthony ID 83445 |
| Julianne Hill | 660 N. 5th W., St. Anthony ID 83445 |
| Dan Holgate | 405 N. 5th E., St. Anthony ID 83445 |
| Scott Kamachi | 520 E. 5th N., St. Anthony ID 83445 |
| Cathy Koon | 506 W. 1st N., St. Anthony ID 83445 |
| Grant Nelson | 510 Bechler, St. Anthony ID 83445 |
| Cindy Miller | 535 E. Main, St. Anthony ID 83445 |
| James Siddoway | Teton City ID 83451 |
| DeVerl Stoddard | Rt. 2, Box 57-A, St. Anthony ID 83445 |
| Rick Hill | 660 N. 5th W., St. Anthony ID 83445 |

ARTICLE X

The name and street address of the incorporator is:

Judith Davis, Route 1, Box 6-A, St. Anthony, Idaho 83445.

ARTICLE XI

The power to make, alter, amend or appeal the bylaws of this corporation shall be vested in its Board of Directors, and the bylaws may contain any provision for the regulation and management of the affairs of this corporation not inconsistent with these Articles of Incorporation and the laws of the State of Idaho.

ARTICLE XII

The power to amend these Articles of Incorporation is

Expressly conferred upon the members.

DATED this 4 day of April, 1991.

Judith L. Davis

Attested by: Linda Bauer
Secretary

STATE OF IDAHO)
)ss
County of Fremont)

SUBSCRIBED AND SWORN TO before me this _____ day of _____, 1991, a notary public for said State, personally appeared Judith L. Davis, Chairman of the South Fremont Education Foundation, Inc., known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she 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.

Notary Public for State of Idaho
Residing at _____
My Commission Expires: _____