



CERTIFICATE OF INCORPORATION
OF

THE CATALYST FOUNDATION, INC.

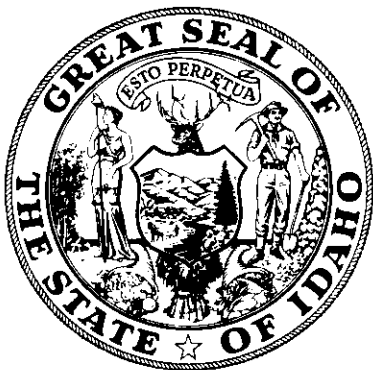
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

THE CATALYST 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 June 5th, 1981.



SECRETARY OF STATE

Corporation Clerk

66900

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SECRETARY OF
STATE

ARTICLES OF INCORPORATION
OF
THE CATALYST FOUNDATION, INC.

The undersigned, acting as incorporators under the Idaho Nonprofit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the corporation is THE CATALYST FOUNDATION, INC.

ARTICLE TWO

NONPROFIT CORPORATION

The corporation is a nonprofit corporation.

ARTICLE THREE

DURATION

The duration of the corporation shall be perpetual.

ARTICLE FOUR

PURPOSES AND POWERS

The purposes and powers of the corporation are the following:

1. To have specifically and exclusively a scientific, educational and charitable purpose for all its activities and to have no purpose nor to engage in any activity which would not be scientific, educational or charitable within the meaning of Section 501 (C) (3) of the Internal Revenue Code of 1954.

2. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Nonprofit Act.

ARTICLE FIVE

MEMBERSHIP

The corporation shall have members. The initial members shall be the incorporators. Thereafter, members will be those persons designated by the nonprofit corporations and associations selected by the Catalyst Foundation Board of Directors to send representatives to the Catalyst Foundation annual and other membership meetings, as required by Federal law.

ARTICLE SIX

LOCATION

The location and address of the initial registered office of the corporation is 1104 East Jefferson Street, Boise, Idaho, 83702, and the name of the initial registered agent is Deward L. Fredricks.

ARTICLE SEVEN

INCORPORATORS

The names and addresses of the incorporators and initial directors are:

Deward L. Fredricks
2411 South Shoshone St. #45
Boise, Idaho 83705

~~Mark~~ L. Welch
812 North Seventh St.
Boise, Idaho 83702

Ronald R. Hall
1104 East Jefferson St.
Boise, Idaho 83702

Blanche Woodbridge
10150 Harvester Drive
Boise, Idaho 83705

ARTICLE EIGHT

BOARD OF DIRECTORS

The board of Directors shall consist of no fewer than four (4) and no more than fifteen (15) members. The Board of Directors shall be selected and affirmed at the annual meeting of the members. The business of the corporation shall be managed by the Board of Directors.

ARTICLE NINE

LIMITATION ON ACTIVITIES AND EXPENDITURES

All the properties and assets of this corporation shall be, and are, irrevocably dedicated to charitable, scientific and educational purposes, and no part of the monies, assets and properties of this corporation, upon dissolution or otherwise, shall inure to the benefit of any private person or individual or any stockholders of this corporation, except as such stockholders may be a corporation organized and operated exclusively for charitable, scientific, educational or religious purposes, and which is exempt from taxation, and particularly the Federal Income Tax. Notwithstanding any other provisions of these Articles, the organization shall not carry on any other activities not permitted an organization exempt from Federal Income Tax under Section 501 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Revenue Law) or by any organization, contributions to which are deductible under Section 170 (C) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Revenue Law).

ARTICLE TEN

DISSOLUTION

Upon the dissolution of the corporation, The Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, scientific or religious purposes, and which shall at the time qualify as an exempt organization(s) under Section 501 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Revenue Law), as the Board of Directors may determine; provided, however, and subject to the above limitations, if any such assets shall have been acquired under a Federal grant or contract, their disposition shall be made in accordance with the appropriate instructions of the governmental official responsible under the law for the providing of such instructions under such circumstances. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principle office of the corporation is then located, exclusively for such purposes or to such organization(s) as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we have hereunto set our hands and seals
on the dates stated below.

Deward L. Fredricks
Deward L. Fredricks

SUBSCRIBED AND SWORN to before me this 4th day of June, 1981.

Ronald C. Anderson
Notary Public for Idaho,
residing at Boise Idaho

Ronald R. Hall
Ronald R. Hall

SUBSCRIBED AND SWORN TO before me this 2nd day of June, 1981.

Samuel L. Sundt
Notary Public for Idaho,
residing at Boise, Idaho

Mark L. Welch
Mark L. Welch

SUBSCRIBED AND SWORN to before me this 4th day of June, 1981.

Ronald C. Anderson
Notary Public for Idaho
residing at Boise Idaho

Blanche Woodbridge
Blanche Woodbridge

SUBSCRIBED AND SWORN to before me this 4th day of June, 1981.

Ronald C. Anderson
Notary Public for Idaho,
residing at Boise Idaho