

FILED/EFFECTIVE

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

BISHOP KELLY FOUNDATION, INC.

A Nonprofit Corporation

APR 26 4 24 PM '01

SECRETARY OF STATE
STATE OF IDAHO

The undersigned officer of BISHOP KELLY FOUNDATION, INC., does hereby certify, pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, that at a meeting of the members of said corporation held on April 19, 2001, at which the undersigned presided, the Articles of Incorporation of the corporation were amended and restated, and the following are the Amended and Restated Articles of Incorporation of Bishop Kelly Foundation, Inc. ("Articles") which amend and supersede the original Articles of Incorporation of Bishop Kelly Foundation, Inc., filed with the Idaho Secretary of State on June 29, 1976, and all amendments thereto in their entirety: The vote by the members was unanimous.

ARTICLE I

The name of the corporation is BISHOP KELLY FOUNDATION, INC. ("Corporation").

ARTICLE II

The Corporation is organized and shall be operated exclusively for educational, charitable and religious purposes and subject to this limitation, the primary purposes and powers of the Corporation shall be as follows:

Section 1. "Purposes"

(a) To stimulate the interests of students, faculty, alumni and friends of Bishop Kelly High School, or its successor, in its development of educational programs at the high school level.

IDAHO SECRETARY OF STATE

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(b) To assist in the public relations of Bishop Kelly High School, or its successor, especially those aspects that will lead to improved financial interest through gifts, grants and bequests.

(c) To contribute to Bishop Kelly High School, or its successor, from such property as the Corporation may from time to time own, exclusively for educational, charitable, and religious purposes, including, but not limited to, capital improvements, repairs, operating expenses, payment of tuition, and other educational expenses of students who are financially in need, regardless of race, sex, color, or creed and other needs of the school as may be determined.

Section 2. "Powers"

(a) To accept, receive, administer, control, invest and reinvest gifts, donations, contributions, devises and bequests of money and other property, whether real, personal or mixed, and whether tangible or intangible, or any interest therein, for the purposes of carrying out the purposes, objectives and pursuits of the Corporation.

(b) To expend, dispose of, hypothecate, convert, mortgage, pledge, donate or give any of the funds of the Corporation or any of its assets for the accomplishment of its purposes, objectives or pursuits in such a manner, in such amounts, and at such times and from time to time as the directors in their absolute discretion shall deem appropriate.

(c) To acquire, receive, purchase, lease, own, hold, improve, maintain, enjoin, sell, mortgage, dispose of or encumber any and all and every kind of real and personal property, whether tangible or intangible, or any interest thereon.

(d) To disburse funds at any time held by it for any and all of the purposes and objectives of the Corporation in such amounts and at such times and from time to time as the directors in their absolute discretion shall deem appropriate.

(e) To subscribe for, purchase or otherwise acquire and to hold and use, with rights therefore as may be permitted to natural persons, shares of stock, bonds, rights and obligations of any corporation, association or governmental entity, and to mortgage, pledge, hypothecate and sell such shares of stock, bonds, rights and obligations.

(f) To borrow money and incur indebtedness, to issue negotiable and non-negotiable instruments evidencing said indebtedness and to secure indebtedness of the Corporation by mortgage, pledge or other appropriate type of security agreement.

(g) To enter into contracts.

(h) To sue and to be sued.

(i) To employ and compensate such personnel, including directors, as may be necessary or desirable to carry out the purposes of the Corporation provided that no part of the assets or earnings of the Corporation shall inure to the benefit of any member, director or officer hereof or any other individual, except as reasonable compensation for services in effecting one or more of the purposes of the Corporation.

(j) To create, establish, maintain or participate in the administration of trusts of any property, money or assets belonging to the Corporation or devised, given, contributed or bequeathed to it, in order to carry out the purposes and objectives of the Corporation.

(k) To perform any of the powers or objectives of the Corporation herein enumerated, either directly through the Corporation or through the instrumentality of trusts or trust funds.

(l) To do any and all things necessary, suitable, convenient, expedient, directly or indirectly, for the administration of the affairs and attainment of the purposes of the Corporation and not otherwise prohibited by law or by the Bylaws of the Corporation and to engage in any lawful activity for which corporations may be organized under the laws of the State of Idaho and

in addition of the foregoing purposes, objectives and pursuits of the Corporation, it shall have, in addition to the foregoing powers, such other powers which are now or may hereafter be conferred by law on a corporation organized for such purposes, subject to such limitation as are or may be prescribed by law.

ARTICLE III

Notwithstanding any other provision of these Articles, the Corporation shall not carry on propaganda or otherwise attempt to influence legislation, and shall not participate in, or intervene in any political campaign on behalf of any candidate for public office or carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

The sources of income of the Corporation shall be gifts, contributions, devises, bequests and donations and the income received therefrom by the Corporation for the purpose of carrying out its purposes and objectives. All of such assets acquired by the Corporation shall ultimately be used in carrying out its purposes and objectives and none of such assets shall be distributed to any member, director or officer of the Corporation in the event of the dissolution of the Corporation.

ARTICLE V

In the event of dissolution or final liquidation of the Corporation, the assets of the Corporation shall be distributed to a nonprofit organization, foundation or fund engaged in the activities within the scope of the purposes and objectives of this Corporation provided such distributee shall be recognized as tax exempt under Section 501(c)(3) of the Internal Revenue Code, such distributee, thus qualified, to be selected by the directors of the Corporation.

ARTICLE VI

The term of existence of the Corporation shall be perpetual.

ARTICLE VII

The Corporation is a nonprofit corporation, organized without capital stock, and there shall be no capital stock issued by the Corporation.

ARTICLE VIII

The directors of the Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation.

ARTICLE IX

The location and post office address of the Corporation's registered office shall be Bishop Kelly High School, 7009 Franklin Road, Boise, Idaho, and the name of the Corporation's registered agent upon whom all official notices and processes may be served at such address is Reverend James R. Wilson.

ARTICLE X

The property, affairs and activities of the Corporation shall be managed and controlled by a Board of Directors. The number of directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. The directors shall be elected by the existing directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation. Only directors may serve as officers except as provided in the Bylaws of the Corporation.

ARTICLE XI

The Board of Directors is expressly authorized to repeal and amend the Bylaws of the Corporation and to adopt new Bylaws, consistent with any existing law and these Articles for the government of the affairs of the Corporation and the management of its properties.

ARTICLE XII

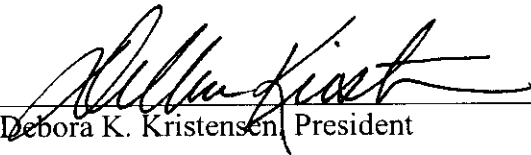
No contract or other transaction between the Corporation and any other corporation and no act of the Corporation shall be in any way affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporations; any director individually, or any firm of which any directors may be members, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereto; and any director of the Corporation who is also a director or officer of another such corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting which shall authorize any such contract or transaction and may vote thereat to authorize any such conduct or transaction as may any other director. Provided, however, that this Article XII is to be construed to allow the Corporation to have the advantage of the financial, business and social contacts and positions of the directors with the only measure of the propriety of such contract or transaction being its fairness to the Corporation, as if in the normal transaction of business between disinterested parties.

ARTICLE XIII

The provision of these Articles that no part of the income or net earnings of the Corporation shall inure to the benefit of an individual, member, director or officer of the Corporation and that the Corporation shall not carry on propaganda or otherwise attempt to influence legislation, or to participate in or intervene in any political campaign on behalf of any candidate for public office, shall not be amended in any manner. The provisions relating to the use and disbursements of the Corporation's funds or property shall not be amended so as to

permit the use and disbursement of the funds of the Corporation for any purpose other than that which is educational, charitable or religious.

DATED this 19th day of April, 2001.


Debora K. Kristensen, President