

94032



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

**ABERDEEN SCHOOL DISTRICT NO. 58
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 **ABERDEEN SCHOOL DISTRICT NO. 58 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 December 24, 19 90.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

RECEIVED
SEC. OF STATE
ARTICLES OF INCORPORATION
30 DEC 2 1971
ABERDEEN SCHOOL DISTRICT NO. 58 EDUCATION FOUNDATION, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Non-Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is **ABERDEEN SCHOOL DISTRICT NO. 58 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 our 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 No. 58 schools and the educational activities that may be conducted by School District No. 58 schools on a non-profit basis.

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 and the Internal Revenue Code and Regulations. 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, no 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, in 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 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 future United States Internal Revenue law).

Section 4. Dissolution of Corporation. Upon the dissolution of the 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 Court of Common Pleas 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.

ARTICLE V

The corporation is to be organized upon a nonstock, certificate of membership basis. Such memberships shall be nonredeemable, nontransferable, and nondividend 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 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 in 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 street address of its initial registered office is: 4th West and Washington, Aberdeen, ID 83210, and the name of its initial registered agent at such address is: John B. Murdoch.

ARTICLE IX

The number of directors constituting the initial Board of Directors of the corporation is fifteen (15). The names and post office 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:

Cecil Reed	P.O. Box 166	Aberdeen, ID 83210
Irene Barrett	P.O. Box 369	Aberdeen, ID 83210
Maurine Driscoll	P.O. Box 582	Aberdeen, ID 83210
Ron Ellis	182 W. Bingham	Aberdeen, ID 83210
Dwight Horsch	2700 W. 1991 S.	Aberdeen, ID 83210
LaNell Klempel	3080 W. 1500 S.	Aberdeen, ID 83210
Wendy Shelman	1735 W. 700 S.	Pingree, ID 83262
Phyllis Sandvol	2914 W. 1600 S.	Aberdeen, ID 83210
Iris Schelske	P.O. Box 272	Aberdeen, ID 83210
Brian Thomas	2761 W. 1900 S.	Aberdeen, ID 83210
Gordon Toevs	2976 W. 2000 S.	Aberdeen, ID 83210
David Wahlen	2481 W. 1000 S.	Aberdeen, ID 83210
Jean Palmer	2759 W. 2000 S.	Aberdeen, ID 83210
Barton Wride	3166 W. 1300 S.	Aberdeen, ID 83210
John Murdoch	PO Box 324	Aberdeen, ID 83210

ARTICLE X

The name and street address of the incorporator is: John B. Murdoch, 52 S. 5th West, Aberdeen, ID 83210.

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.

DATED this 21st day of December, 1990.

Barton Wride
President

Attested by:

John Murdoch
Secretary

STATE OF IDAHO)
) ss
County of Bingham)

SUBSCRIBED AND SWORN TO before me this 21st day of December, 1990., a notary public for said State, personally appeared WHO, President of the Aberdeen School District No. 58 Education Foundation, Inc. known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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

Kandy F. Summers
Notary Public for State of Idaho
Residing at Aberdeen
My Commission Expires: 8-21-94