



CERTIFICATE OF INCORPORATION
OF

ST. MARY'S SCHOOL FOUNDATION OF MOSCOW, IDAHO, 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 _____

ST. MARY'S SCHOOL FOUNDATION OF MOSCOW, IDAHO, 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 30, _____, 19 82



SECRETARY OF STATE

Corporation Clerk

JUN 30 8 31 AM '82

ARTICLES OF INCORPORATION

SECRETARY OF STATE

OF

ST. MARY'S SCHOOL FOUNDATION OF MOSCOW, IDAHO, INC.

KNOW ALL BY THESE PRESENTS:

The undersigned, acting as incorporators of a corporation under the Idaho Nonprofit Corporation Act, adopt the following Articles of Incorporation for such corporation:

I.

The name of the Corporation is ST. MARY'S SCHOOL FOUNDATION OF MOSCOW, IDAHO, INC.

II.

The Corporation is a nonprofit corporation. The Corporation is irrevocably dedicated to and operated exclusively for nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

III.

The period of its duration is perpetual.

IV.

The purpose or purposes for which the Corporation is organized are:

a. To attract substantial support from contributions, directly or indirectly, from persons and sources within and without the St. Mary's Parish of Moscow, Idaho, community.

b. To stimulate the interests of students, faculty, alumni and friends of St. Mary's School, or its successor, if ever one there be, in its development of educational programs.

c. To assist in the public relations of St. Mary's School, or its successor.

d. To contribute to St. Mary's School, or its successor.

e. To accept, hold, invest, reinvest and administer any gifts, bequests, devises, benefits of trusts (but not to act as trustee of any trust), and property of any type or kind, without limitation as to amount or value, and to use, disburse or donate the income from said property solely for the purposes provided in these Articles of Incorporation.

f. Generally, the Corporation may have and exercise all such powers as are by law conferred upon such corporations of like character, and, in carrying out its purposes the Corporation may do any and all things necessary thereto and may exercise any and all powers not prohibited by these Articles of Incorporation or law, and not prohibited to non-profit tax-exempt corporations.

V.

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

VI.

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 Article IV hereof. 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, 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 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).

VII.

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 at the time 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 future United States Internal Revenue Law), as the Board of Directors shall determine. Any 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. In the event of qualification as above stated, disposition shall be made to The Roman Catholic Diocese of Boise for the use and benefit of St. Mary's Parish in Moscow, Idaho, and in the event of disqualification, then, to The Roman Catholic Diocese of Boise for its general uses and purposes.

VIII.

The private property of the members of this Corporation

shall not be subject to the payment of any corporation debt.

IX.

The address of the initial registered office of the Corporation is 412 North Monroe, Moscow, Idaho 83843, and the name of its initial registered agent at such address is Sister Shirley A. Garibaldi.

X.

The number of directors constituting the initial Board of Directors of the Corporation is seven (7), and the names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Bart Quesnell	1111 Kouse Moscow, Idaho 83843
Peggy Quesnell	1111 Kouse Moscow, Idaho 83843
Joe Overstreet	858 Harold Moscow, Idaho 83843
Art Helbling	401 North Monroe Moscow, Idaho 83843
John Driscoll	Troy, Idaho 83871
Sister Shirley A. Garibaldi	412 North Howard Moscow, Idaho 83843
Rev. Kenneth Arnzen	621 East "A" Moscow, Idaho 83843

XI.

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Bart Quesnell	1111 Kouse Moscow, Idaho 83843
Peggy Quesnell	1111 Kouse Moscow, Idaho 83843
Joe Overstreet	858 Harold Moscow, Idaho 83843
Art Helbling	401 North Monroe Moscow, Idaho 83843

John Driscoll

Troy, Idaho 83871

Most Rev. Sylvester W. Treinen 420 West Idaho Street
Boise, Idaho 83702

IN WITNESS WHEREOF, we, the undersigned, have hereunto set
our hands this 4th day of June, 1982.

Bart Quesnell
Bart Quesnell

Peggy Quesnell
Peggy Quesnell

Joe Overstreet
Joe Overstreet

Art Helbling
Art Helbling

John Driscoll
John Driscoll

Sylvester W. Treinen
Most Rev. Sylvester W. Treinen

STATE OF IDAHO)
) ss.
County of Latah)

I, the undersigned, a Notary Public, do hereby certify
that on this 4th day of June, 1982, personally appeared
me, BART QUESNELL, PEGGY QUESNELL, JOE OVERSTREET, ART HELBLING and
JOHN DRISCOLL, who being by me first duly sworn, severally declared
that they are the persons who signed the foregoing document as in-
corporators, and that the statements therein contained are true.

Eleanor Bingham
Notary Public for Idaho,
Residing at Moscow, Idaho.

STATE OF IDAHO)
) ss.
County of Ada)

I, the undersigned, a Notary Public, do hereby certify
that on this 9th day of June, 1982, personally appeared before
me, MOST REV. SYLVESTER W. TREINEN, who being by me first duly sworn,
declared that he is the person who signed the foregoing document as
an incorporator, and that the statements therein contained are true.

Radice M. Grant
Notary Public for Idaho,
Residing at Boise, Idaho.