

FILED

FEB 22 1999

ARTICLES OF INCORPORATION
OF
AMIGOS DE LA PAUTCA, INC.

FEB 19 1999

ARTICLE I. Name: The name of the corporation is Amigos de la Pautca, Inc.

ARTICLE II. Non-Profit Corporation: The corporation is a non-profit corporation.

ARTICLE III. Duration: The period of duration of the corporation is perpetual.

ARTICLE IV. Purpose: The purposes for which the corporation is organized are charitable and are specifically as follows:

A. To raise funds for the purpose of providing disaster relief, education and medical facilities, equipment, personal and supplies for the people of Central and South America.

B. To do all things permitted to be done by a nonprofit organization by the laws of the State of Idaho so long as the purpose is to carry out the necessary functions of the corporation.

ARTICLE V. Members: The corporation shall have no members.

ARTICLE VI. Dissolution of Corporation: Upon dissolution of the corporation, the board of directors shall, after paying or making provision for all of the liabilities of the corporation, dispose of all of the assets of the corporation by transferring the same to such organization or organizations organized and operated as nonprofit organizations for purposes similar to the purposes of Amigos de la Pautuca, Inc. 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(s) as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII. Amendments: These articles may be amended by the board of directors at any regular or special meeting, providing written notice of the proposed amendment or amendments has been mailed to each director at that director's last known address at least ten (10) days in advance of the meeting.

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The requirement of mailing may be waived either prior to or at the meeting by any director.

ARTICLE VIII. Address: The address of the corporation's initial registered office and the name of its initial registered agent as such address are as follows:

Registered Agent:	Carolyn L. Schuster
Initial Registered	10791 Iowa Ave
Office:	Payette, ID 83661

ARTICLE IX. Directors: The number of directors shall be as set by the board of directors. The number of directors constituting the initial board of directors is ~~two~~ ^{three} (3). The name and street address of the initial board of directors are as follows:

R. Doyle Schuster
10791 Iowa Ave
Payette, ID 83661

Carolyn L. Schuster
10791 Iowa Ave
Payette, ID 83661

*TOMAS RAY HARNER
CATACAMAS Olancho
HONDURAS, C.A.
APARTADO Postal 57*

ARTICLE X. Incorporator: The name and street address of the incorporator is as follows:

R. Doyle Schuster
10791 Iowa Ave
Payette, ID 83661

*Tomas Ray Hanner
Catacamas Olancho, Honduras C.A.
Apantado Postal 57*

ARTICLE XI. Officers: The corporation shall have such officers as are determined to be appropriate by the board of directors.

ARTICLE X. Earnings: No part of the earnings of the corporation shall inure to the benefit of its members, directors, agents, 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 these Articles.

ARTICLE XIII. Prohibited Activities: 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 (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to 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 out by (a) an organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future Federal Tax Code, or (b) by an organization contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

ARTICLE XIV. By-Laws: The directors shall have the authority, by majority vote, to adopt as well as modify by-laws to govern the day to day operations of the corporation. Any such by-laws shall be subordinate to these Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day of February, 1999.

INCORPORATOR:


R. Doyle Schuster