

State of Idaho

Department of State

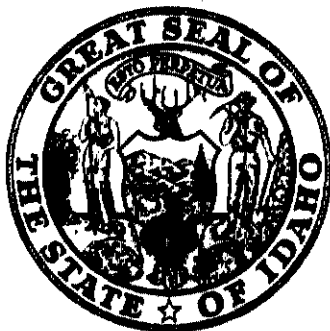
CERTIFICATE OF INCORPORATION OF

IDAHO TOTAL QUALITY INSTITUTE, 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 IDAHO TOTAL QUALITY INSTITUTE, 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: October 18, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Jonya Coulson

Corporation Clerk

ARTICLES OF INCORPORATION
OF
IDAHO TOTAL QUALITY INSTITUTE, INC.

The undersigned, acting as the incorporators of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME.

The name of the Corporation is Idaho Total Quality Institute, Inc.

ARTICLE II. NONPROFIT STATUS.

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is in the City of Boise, County of Ada, State of Idaho. The address of the initial registered office shall be located at the Department of Commerce, 700 West State, Boise, Idaho, and the name of the initial registered agent at this address is James V. Hawkins.

ARTICLE V. PURPOSES.

The purposes for which the Corporation is organized and will be operated are as follows:

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- A. To advance Total Quality Management concepts and principles throughout the State of Idaho by the development and implementation of ongoing educational programs.
- B. The promotion and advancement of charitable and educational purposes for the benefit of its members.
- C. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).
- D. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI. LIMITATIONS.

No part of the net earnings or the assets 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 V 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 by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII. MEMBERS.

The Corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

The private property of the members of this Corporation shall not be liable for its corporate debts.

ARTICLE VIII. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) individuals, each of whom, at all times, shall be a member of the Corporation. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of

Directors are:

NAME

ADDRESS

James V. Hawkins, Director

Department of Commerce
700 West State Street
Statehouse Mail
Boise, ID 83720-2700

Anne Carleton,
Strategic Planning Associate

Idaho Power Company
P. O. Box 70
Boise, ID 83707

Steve Davis,
Vice President Operations

Futura Corporation
P. O. Box 7968
Boise, ID 83707

Patrick Shannon,
Professor, College of Business

Boise State University
1910 University Drive
Boise, ID 83725

Jan Stephens,
Director, Organizational Development

J.R. Simplot Company
P. O. Box 27
Boise, ID 83707

Rick Tremblay, Director

Boise Office INEL
816 West Bannock, Ste 306
Boise, ID 83702

Connie Ryals, Director

Department of Employment
317 Main Street
Boise, ID 83735

Paul Fenton,
Deputy Manager, Environmental Safety

EG&G Idaho, Inc.
P. O. Box 1625
Idaho Falls, ID 83415-3520

Sherry Dyer

2620 Starcrest
Boise, ID 83712

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Bob Sabino

Dale Carnegie Training
3380 Elder Street
Boise, ID 83705-4713

Jonathan Fitzwater, Mgr., Quality Assurance
Railroad Division

Morrison Knudsen
4600 Apple Street
Boise, ID 83705

ARTICLE IX. MEMBERSHIP DUES.

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE X. DISTRIBUTION OF DISSOLUTION.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine.

ARTICLE XI. INCORPORATORS.

The name and street address of the incorporators are as follows:

NAME

ADDRESS

James V. Hawkins, Director

Department of Commerce
700 West State Street
Statehouse Mail
Boise, ID 83720-2700
Telephone: (208) 334-2470
Telecopy: (208) 334-2631

Steve Davis,
Vice President Operations

Futura Corporation
P. O. Box 7968
Boise, ID 83707
Telephone: (208) 336-0150
Telecopy: (208) 336-0153

Sherry Dyer

2620 Starcrest Drive
Boise, ID 83712
Telephone: (208) 344-5190


ARTICLE XII. BYLAWS.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.


DATED this 30th day of September, 1991.



JAMES V. HAWKINS



STEVE DAVIS



SHERRY DYER

STATE OF IDAHO)

County of Ada)

ss.

On this 20th day of September, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared JAMES V. HAWKINS, STEVE DAVIS and SHERRY DYER, known or identified to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

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

David K. Kunkles
Notary Public for Idaho
Residing at: Bain, Ada, Idaho
Commission Expires: 7-19-97

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