

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

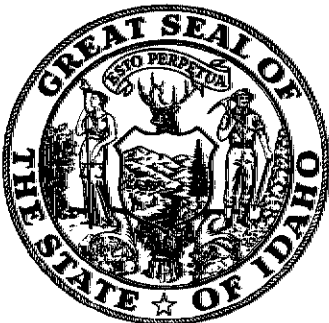
WHITEPINE FOUNDATION FOR EDUCATION, INC.

File number C 114898

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 WHITEPINE FOUNDATION FOR EDUCATION, 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: May 9, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

**ARTICLES OF INCORPORATION
OF THE
WHITEPINE FOUNDATION FOR EDUCATION, INC.**

MAY 9 8 43 AM '96

SECRET

The undersigned, acting as the incorporator of a nonprofit corporation, organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, hereby signs and verifies the following Articles of Incorporation:

104 SECRETARY OF STATE
DATE 05/09/1996 0900 61079
CUST# 67448
INC NONP
30.00
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ARTICLE I.

The name of the corporation is the WHITEPINE FOUNDATION FOR EDUCATION, INC.

ARTICLE II.

The duration of the corporation shall be perpetual.

ARTICLE III.

The name of the initial Registered Agent of the corporation is Betty J. Swanson.

The street address of the Registered Office, which is also the address of the initial Registered Agent is:

Betty J. Swanson
1121 Lamb Road
Troy, ID 83871-9619

ARTICLE IV.

Section 1. Purposes: The corporation is formed exclusively to engage in educational and other charitable functions authorized by Section 501 (c) (3) of the Internal Revenue Code.

Section 2. Limitations:

2.1 The corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any trustee, or officer of the corporation, or any private individual.

2.2 No trustee or officer of the corporation, nor any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation, or the winding up of its affairs. Upon such dissolution or winding up, all the remaining assets of the corporation shall be distributed by the Board of Trustees for identical uses and purposes to any other organization which would then qualify for exemption under the provisions of section 501(c)(3) of the Internal Revenue Code as now stated, or as it may be hereafter amended.

2.3 No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except as may be permitted to Section 501(c)(3) organizations by the Internal Revenue Code, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

2.4 Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code as now stated, or as it may be hereafter amended, or by organization contributions to the corporation which are deductible under Section 170(c)(2) of such Code as now stated, or as it may be hereafter amended.

2.5 The Association shall not discriminate against any person on the basis of race, creed, national origin, sex, sexual orientation, or religion.

Section 3. Powers: In general, and subject to such limitations and conditions which are or may be prescribed by law, or in the corporation's Articles of Incorporation or Bylaws, the corporation shall have all powers which now or are hereafter conferred by law upon a corporation organized for the purpose hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purpose of the corporation.

ARTICLE V.

The name and address of the incorporators is as follows:

Charles T. Knight, III	PO Box 22	Troy, ID 83871
Carol R. Uebelher	PO Box 323	Troy, ID 82871
Patrick L. Smith	PO Box 522	Troy, ID 83871
Charles E. Kavis	1572 Big Bear Ridge Road	Deary, ID 83823
James D. Schwartz	Box 149	Elk River, ID 83827
Betty J. Swanson	1121 Lamb Road	Troy, ID 83871-9619

ARTICLE VI.

The authority to make, alter, amend or repeal By Laws is vested in the Board of Trustees, and may be exercised at any regular or special meeting of the Board.

ARTICLE VII.

Section 1. The Board of Trustees constituting the initial Board of Trustees of the corporation shall be not less than three (3). The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of trustees shall be such as are prescribed by the Bylaws of the corporation.

Section 2. The names and addresses of the persons who are to serve as the initial trustees are as follows:

Patrick L. Smith	PO Box 522	Troy, ID 83871
Charles E. Kovis	1572 Big Bear Ridge Road	Deary, ID 83823
James D. Schwartz	Box 149	Elk River, ID 83827

ARTICLE VIII.

No officer, director or trustee of the corporation shall be personally liable to its creditors or for any indebtedness or liability, and any and all creditors shall look only to the assets of the corporation for payment.

The private property of the officers, directors, or trustees of the corporation shall be exempt from the debts of the corporation, and no officer, director or trustee shall be individually or collectively liable or responsible for any debts or liabilities of the corporation.

The statutory immunity of officers, directors, or trustees of this corporation from suit shall be preserved to the furthest extent allowed by law. This corporation shall, without court approval, indemnify and reimburse such officers, directors or trustees for all losses, claims, damages, or expenses of every kind or nature caused by or the result of, or in any way flowing from any suit or claim from the operations associated with this entity.

ARTICLE IX.

The corporation shall not loan money or credit to its officers, directors, or trustees.

ARTICLE X.

The corporation shall have no members.

IN WITNESS WHEREOF, I have hereunto set my hand this 6th day of May, 1996.


Charles T. Knight, III, Incorporator


Carol R. Uebelher, Incorporator


Patrick L. Smith, Incorporator


Charles E. Kavis, Incorporator



James D. Schwartz, Incorporator


Betty J. Swanson, Incorporator

STATE OF IDAHO)
) ss.
COUNTY OF LATAH)

On this 6th day of May, 1996, before me, the undersigned Notary Public, Marlys A. Wilson, Charles, T. Knight, III, Carol R. Uebelher, Patrick L. Smith, Charles E. Kavis, James D. Schwartz and Betty J. Swanson personally appeared, to me known to be the individuals described in and who executed the within and foregoing instrument and acknowledged to me that signed the same as free and voluntary act and deed for the uses and purposes therein mentioned.

GIVEN under my hand and official this 6th day of May, 1996.


Notary Public in and for the State of Idaho, residing in Troy, Idaho. My commission expires: 6-5-2001.