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SECRETARY OF STATE OF IDAHO

ARTICLES OF INCORPORATION**OF****SAGE HOLDING COMPANY, INC.**

The undersigned incorporators of the Sage Holding Company, Inc., Inc. hereby state the Articles of Incorporation of the Sage Holding Company, Inc. are as follows:

ARTICLE I - NAME

The name of the corporation is: Sage Holding Company, Inc.

ARTICLE II - PURPOSE

This corporation is a nonprofit corporation organized exclusively for the purpose of holding title to property within the meaning of Section 501(c) (2) of the Internal Revenue Code of 1954, and any Regulations promulgated there under, or the corresponding provision of any future United States Internal Revenue Law. The purposes and powers of the Sage Holding Company, Inc. are limited to holding title to real property, collecting income from that property and turning the income derived to Ida-Ore Planning and Development Association, Inc., a 501 (c) 3 non-profit corporation.

Subject to the foregoing limitation, the corporation may transact any and all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Idaho as they may be amended from time to time.

ARTICLE III - DURATION

The duration of the corporation shall be perpetual.

ARTICLE IV - TAX EXEMPT STATUS

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.

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)(2) of the Internal Revenue Code (or the corresponding provision of any future federal tax code); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future federal tax code).

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ARTICLE V - DISSOLUTION OF CORPORATION

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 its assets exclusively for the purposes of the corporation to the parent corporation, Ida-Ore Planning & Development Association, Inc. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE VI - STATUTORY AGENT

Kathleen Simko, whose address is 1001 S. Orchard Street, Boise, ID 83705, who has been a bona fide resident of Idaho for three years, is the initial statutory agent of the corporation.

ARTICLE VII - BOARD OF DIRECTORS

The policies, procedures, practices and programming of the corporation and any other duties and responsibilities as may be delegated by the corporation shall be vested in the Board of Directors. The number of board members shall not be less than four (4), and not more than nine (9).

The affairs of the corporation shall be conducted by an initial Board of Directors consisting of four (4) directors, who shall serve for a term of two (2) years and may be re-elected. The following persons shall constitute the initial Board of Directors:

Dave Jett	370 E. 17 th N. Mountain Home, ID 83647
John Evans	5699 N. Riffle Way Garden City, ID 83714
Diana Thomas	280 Westlawn Avenue Weiser, ID 83672
Kirby Ortiz	6191 W. Winstead Place Boise, ID 83704

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

Kathleen Simko	1001 S. Orchard Street Boise, ID 83705
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ARTICLE IX – REGULATION OF INTERNAL AFFAIRS

Inurement – No part of the net earnings of the corporation shall inure to the benefit of, or be distributed 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.

ARTICLE X – OFFICERS

The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer. The President, Vice President, Secretary, and Treasurer shall be elected by the members of the Board of Directors. Officers shall serve a term of two (2) years and may be re-elected. Officers shall be elected at the Annual Meeting and at other times that a vacancy may exist.

ARTICLE XI – MEETINGS

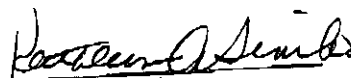
Meetings of the Board of Directors shall be held at such times and places that the Board shall determine, subject to any requirements set forth in the by-laws. Meeting may be conducted by electronic means. The Corporation shall hold an annual meeting each year no later than December of that year. At the Annual Meeting, Directors and Officers shall be elected or re-elected as appropriate.

ARTICLE XII – MEMBERSHIP

All members of the Board of Directors shall be voting members.

Dated this 15th day of July 2005.

Sage Holding Company, Inc., Inc.


Kathleen Simko
Incorporator