

**ARTICLES OF INCORPORATION**

**OF**

**DEVELOPMENT WORKSHOP FOUNDATION, INC.**

97 OCT 27 AM 8:51  
SECRETARY OF STATE  
STATE OF IDAHO

An Idaho Non-Profit Corporation

KNOW ALL MEN BY THESE PRESENTS: that Development Workshop, Inc., an Idaho corporation with its principal place of business in Idaho Falls, Bonneville County, State of Idaho, for the purpose of organizing a non-profit corporation pursuant to the laws of the State of Idaho, does hereby make, sign, acknowledge, certify and file this certificate and Articles of Incorporation as follows:

**ARTICLE I.**

**NAME OF CORPORATION**

The name of this corporation shall be and is: DEVELOPMENT WORKSHOP FOUNDATION, INC.

**ARTICLE II.**

**PURPOSES AND POWERS**

The purposes for which this corporation is organized is to engage in nonprofit activities consistent with 26 U.S.C. 501(c)(3) for the benefit of Development Workshop, Inc; and

- (1) To solicit and receive grants, gifts, bequests and devises from individuals, governmental agencies, public or private corporations or other entities to promote the educational and training programs of Development Workshop, Inc.
- (2) To sue and be sued, complain and defend in its corporate name.
- (3) To make and amend by-laws not inconsistent with these Articles of Incorporation or with the laws of the State of Idaho, for regulating and managing the affairs of the corporation.
- (4) To purchase, receive, lease or otherwise acquire, and own, hold, improve, use and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located;

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- (5) To sell, convey, mortgage, pledge, lease, exchange and otherwise dispose of all or any part of its property;
- (6) To purchase, receive, subscribe for or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with, shares or other interests in or obligations of any entity;
- (7) To make contracts and guaranties, incur liabilities, borrow money, issue notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of any of its property, franchises or income;
- (8) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment, except as limited by section 30-3-82, Idaho Code;
- (9) To be a promoter, partner, member, associate or manager of any partnership, joint venture, trust or other entity;
- (10) To conduct activities, locate offices and exercise the powers granted by the Idaho Nonprofit Corporation Act, including any amendments thereto.
- (11) To elect or appoint directors, officers, employees and agents of the corporation, define their duties and fix their compensation;
- (12) To pay pensions and establish pension plans, pension trusts and other benefit and incentive plans for any or all of its current or former directors, officers, employees and agents;
- (13) To make donations not inconsistent with law for the public welfare or for charitable, religious, scientific or educational purposes and for other purposes that further the corporate interest;
- (14) To carry on a business;
- (15) To do all things necessary or convenient, not inconsistent with the law, to further the activities and affairs of the corporation.

### ARTICLE III.

#### INITIAL DIRECTORS

The names and addresses of the individuals who are to serve as the initial directors of the corporation are:

Rick Stamps  
4125 N. 3000 W.  
Rexburg, Idaho 83440

Dr. L. Stanley Sell  
2855 E. Morningside  
Idaho Falls, Idaho 83402

Karen Cornwell  
3076 Mesquite Drive  
Idaho Falls, Idaho 83404

Myrt Ogden  
7117 N. 25 E.  
Idaho Falls, Idaho 83401

Mary Lynn Hartwell  
352 Westmoreland Drive  
Idaho Falls, Idaho 83404

Joe R. Call  
271 Stone Run Lane  
Idaho Falls, Idaho 83404

Dr. Charles Boge  
1452 Three Fountains  
Idaho Falls, Idaho 83404

Ken Taylor  
566 S. Woodruff  
Idaho Falls, Idaho 83401

Steve Gardner  
1025 Homer  
Idaho Falls, Idaho 83404

Blaine Burton  
506 S. Woodruff  
Idaho Falls, Idaho 83401

#### Ex Officio Members:

Julian Cowley  
3673 W. 33 S.  
Idaho Falls, Idaho 83404

Kevin Call  
3151 Hartert  
Idaho Falls, Idaho 83404

### ARTICLE IV.

#### PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

Section 1. The location of the corporation's initial registered office in this state is 555 W. 25<sup>th</sup> Street, Idaho Falls, Idaho 83402, and the registered agent at that address shall be H. Dwight Whittaker. The corporation may also maintain offices at such other place or places in the State of

Idaho, the United States and foreign countries as the Board of Directors may from time to time decide.

Section 2. The operation and business of this corporation shall be carried out in the City of Idaho Falls, County of Bonneville, State of Idaho, and in such other counties in the State of Idaho, other states of the United States, and foreign countries as the Board of Directors may from time to time decide.

#### ARTICLE V.

##### INCORPORATOR

The name and address of the incorporator is Development Workshop, Inc., and the address for the incorporator is 555 West 25<sup>th</sup> Street, Idaho Falls, Idaho 83402.

#### ARTICLE VI.

##### MEMBERS

The corporation will not have members.


#### ARTICLE VII.

##### DISSOLUTION

Upon dissolution the assets of the corporation shall be liquidated and distributed to a qualified charitable organization pursuant to 26 U.S.C. 501(c)(3) as selected by the board of directors in its sole discretion.

IN WITNESS WHEREOF, I, as incorporator, have hereunto set my hand and seal this 15th day of October, 1997.

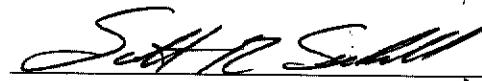
DEVELOPMENT WORKSHOP FOUNDATION, INC.

  
Development Workshop, Inc., Incorporator  
H. Dwight Whittaker, President & CEO

STATE OF IDAHO                    )  
  )ss.  
County of Bonneville            )

On this 15 day of October, 1997, before me, a Notary Public in and for the State of Idaho, personally appeared H. Dwight Whittaker, known or identified to me to be the President & CEO of Development Workshop, Inc., the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation 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 written.

  
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Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
My Commission Expires: 5/7/2000