

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

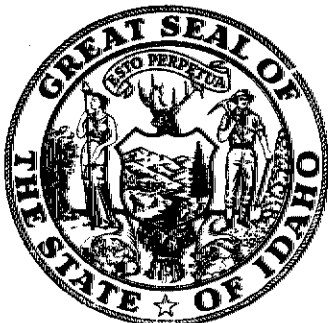
INTERMOUNTAIN UNITED WAY FOUNDATION, INC.

File number C 118175

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 INTERMOUNTAIN UNITED WAY FOUNDATION, 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: February 5, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Rhines*

ARTICLES OF INCORPORATION

OF

INTERMOUNTAIN UNITED WAY FOUNDATION, INC.

FEB 5 8 30 AM '97
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator of Intermountain United Way Foundation, Inc., a corporation to be organized under the Idaho Nonprofit Corporation Act, hereby adopts the following Articles of Incorporation for the corporation pursuant to said Act:

ARTICLE ONE

NAME

The name of the corporation is Intermountain United Way Foundation, Inc.

ARTICLE TWO

PURPOSES, POWERS & DISSOLUTION

The purposes of the corporation and its powers are the following:

1. To create and maintain one or more funds to receive contributions of cash and other assets from public and private sources, which contributed assets shall constitute an "endowment", the investment returns from which shall be donated to qualified 501(c)(3) organizations in the Intermountain Area, comprising eastern Idaho, western Wyoming, and southern Montana, to be used exclusively for the charitable purposes of those organizations, together with their related administrative costs.

2. To do all such other things as are incidental to the purposes of the corporation as set forth in the necessary or desirable in order to accomplish the purposes including those things enumerated in the articles of incorporation.

24.

IDAHO SECRETARY OF STATE
DATE 02/05/1997
0200 Code 619305-3-2
CK #: 1239 CUST# 76040
INC NONP 10 30.00= 30.00

3. To have no purpose nor engage in any activity which would not be consistent with the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986, nor engage in any activity which would not be of a charitable nature, consistent with the foregoing.

4. All of the properties and assets of this corporation shall be, and are, irrevocably dedicated to the foregoing charitable purposes and no part of the monies, properties or assets of this corporation, upon dissolution or otherwise, shall inure to the benefit of any private person or individual or any member of the corporation, except as such member may be a corporation which has charitable purposes and which is exempt from taxation, and particularly the federal income tax. No substantial part of the activities of this 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 by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

5. 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 the assets of the corporation exclusively for the purposes of the corporation in such manner, and to such organization or organizations organized and operated exclusively for charitable purposes and which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine; provided, however, and subject to the above limitations, if any of such assets have been acquired under a federal grant or contract, their disposition shall be made in accordance with the

appropriate instructions of the governmental official responsible under the law for the providing of such instructions under such circumstances. Any of 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 or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

6. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act, not inconsistent with the foregoing.

ARTICLE THREE

BOARD OF DIRECTORS

The number of directors of this corporation shall be as set forth in the bylaws from time to time, but no fewer than three (3). The names and addresses of the persons who are to serve as directors until their successors are appointed and shall qualify are:

Dr. John Sackett	3490 Handly Avenue Idaho Falls, ID. 83404
Ron Butler	1980 Coronado Idaho Falls, ID. 83406
David M. Smith	2660 Desert Drive Idaho Falls, ID. 83406

ARTICLE FOUR

REGISTERED OFFICE AND AGENT

The location and address of the initial registered office of the corporation is 445 N. Capital Avenue, Idaho Falls,

Idaho 83405 and the name of the initial registered agent of the corporation at such address is Robert Cisna.

ARTICLE FIVE

INCORPORATORS

That the name and address of the person who is the incorporator are:

<u>Name</u>	<u>Address</u>
David M. Smith	2660 Desert Drive Idaho Falls, ID. 83404

ARTICLE SIX

MEMBERSHIP

The corporation shall have members, who shall be those persons, firms, associations, corporations, agencies and organizations who contribute cash or other assets to the corporation.

ARTICLE SEVEN

NONPROFIT CORPORATION

The corporation is a nonprofit corporation.

ARTICLE EIGHT

DURATION

The duration of the corporation shall be perpetual.

ARTICLE NINE

INDEMNIFICATION

The corporation shall indemnify each officer and director, including former officers and directors, in the manner and to the full extent permitted by the Idaho Non-profit Corporation Act, Idaho Code §30-3-1, et seq.

ARTICLE TEN

AMENDMENT

All amendments to these Articles shall require approval by the Board of Directors, and the members.

IN WITNESS WHEREOF, I have hereunto set my hand this 28
day of January, 1998.



David M. Smith
Incorporator

STATE OF IDAHO)
County of Bonneville) ss.

On this 31st day of January, 1996, before me,
Larry S. Larson, a Notary Public in and for said State,
personally appeared David M. Smith, known or identified to me to
be the person whose name is subscribed to the within instrument,
and acknowledged to me that she 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.

(S E A L)

Larry S. Larson
Notary Public for Idaho
Residing at: Idaho Falls
My Commission Expires: 1/26/97