

FILED/EFFECTIVE

ARTICLES OF INCORPORATION
OF
HAYS FAMILY FOUNDATION, INC.

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The undersigned, being over the age of twenty-one (21) years, for the purpose of forming a non-profit corporation under the provisions of Chapter 30-3 of the Idaho Code, hereby adopts and submits in duplicate to the Secretary of State of the State of Idaho the following Articles of Incorporation:

ARTICLE I

INTRODUCTION

1.01 Name. The name of this Corporation shall be **HAYS FAMILY FOUNDATION, INC.**

1.02 Duration. The duration of this Corporation shall be perpetual.

1.03 Registered Office. The location of the initial registered office of this Corporation is at 105 N. First Avenue #186, Sandpoint, ID 83864.

1.04 Registered Agent. The initial registered agent of this Corporation at such address is Colleen R. Hays.

ARTICLE II

PURPOSES

2.01 In General. This Corporation is organized, and at all times hereafter shall be operated exclusively for charitable, scientific, or educational purposes within the meaning of Sections 170(c) and 501(c)(3) of the Internal Revenue Code of 1986. Within the framework and limitations of Code Sections 170(c) and 501(c)(3) this corporation is organized and shall be operated exclusively to engage in, advance, support, promote, and administer charitable, educational, and/or scientific activities, causes, and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee, or representative of others and, but only if and to the extent consistent with the foregoing purposes, to aid, assist, and contribute to the support of corporations, associations, trusts, foundations, and institutions (1) that are organized and operated exclusively for one or more purposes described in Sections 170(c) and 501(c)(3) of the Internal Revenue Code of 1986, specifically including governmental entities and political subdivisions described in Section 170(c)(1), (2) that are described in Section 501(c)(3) and/or 170(c) of the Internal Revenue Code of 1986, and (3) that are exempt from federal income taxes under Sections 501(a) or 115 of the Internal Revenue Code of 1986, as now enacted or as hereafter amended.

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ARTICLE III

POWERS

3.01 Powers. This Corporation shall have such powers as are granted by law, including those powers now set forth in I.C. 30-3-24 as the same now exist or may hereafter be amended; provided, however, that such powers shall be exercised solely in furtherance of the purposes specified in Article II above and this Corporation shall have no authority to engage in any activity other than those activities which support or benefit the purposes of this organization as determined from time to time.

3.02 Non-Profit. The powers and purposes of this Corporation shall be so construed and limited at all times as to enable this Corporation to qualify as a non-profit corporation under the provisions of Chapter 30-3 of the Idaho Code, as the same now exist or may hereafter be amended.

ARTICLE IV

MEMBERS

4.01 The Corporation shall have such class or classes of membership as are set forth in, or created by the Directors in accordance with, the Bylaws of the Corporation.

ARTICLE V

FISCAL YEAR

5.01 The fiscal year of the Corporation shall be as set forth in the Bylaws of the Corporation.

ARTICLE VI

DIRECTORS

6.01 Number and Qualifications. The management and administration of the affairs of this Corporation shall be vested in a Board of Directors consisting of not less than three (3) persons, who shall be appointed in the manner provided in the Bylaws. The number, qualifications, terms of office, manner of election, time and place of meetings, and the powers and duties of Directors shall be as prescribed in the Bylaws of the Corporation.

6.02 Initial Directors. There shall be three (3) Members of the initial Board of Directors consisting of the following persons:

<u>Directors' Names</u>	<u>Directors' Addresses</u>
Colleen R. Hays	105 N. First Avenue #186 Sandpoint, ID 83864
Jennifer Hays-Zuniga	1171 Harbor View Drive Martinez, CA 94553
Jonathan F. Hays	3996 Lakeshore Drive Sagle, ID 83860

6.03 Compensation. No member of the Board of Directors shall receive any compensation for his or her services as a member of the Board of Directors, but the Corporation may pay reasonable compensation to any person, including a member of the Board of Directors, for other services actually rendered to the Corporation.

ARTICLE VII

DISSOLUTION

7.01 Method. The dissolution of the Corporation shall be conducted in accordance with and be governed by the provisions of I. C. 30-3-III et. seq. as now existing and as hereafter amended.

7.02 Distribution. In the event of the termination, dissolution or winding up of this Corporation for any reason whatsoever, its remaining assets, if any, shall be distributed to such other organization(s) exempt from Federal income taxation under Section 501 (c) (3) or 115 of the Internal Revenue Code having goals consonant with those set forth in Article II as determined by the Board of Directors or any successor in interest.

ARTICLE VIII

INTERNAL REVENUE CODE PROVISIONS

8.01 Net Earnings; Activities. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, or officers, but 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 II 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 distributing of statements), any political campaign on behalf of any candidate for public office.

8.02 Prohibited Activities. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on:

(1) by a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986; or

(2) by a corporation, contributions to which are deductible under Section 170 (c) of the Internal Revenue Code of 1986.

8.03 Intent. This Corporation is intended to be an organization which is exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986. All terms and provisions of these Articles and all operations of this Corporation shall be construed, applied, and carried out in accordance with such intent.

8.04 Self-Dealing. The Corporation shall not engage in any act of self-dealing as defined in Section 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

8.05 Excess Business Holdings. The Corporation shall not retain any excess business holdings as defined in Section 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

8.06 Unrelated Business Income Tax. Unless the Board of Directors expressly decides to the contrary, the Corporation shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

8.07 Taxable Expenditures. The Corporation shall not make any taxable expenditures as defined in Section 4945 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws.

8.08 Distributions. The Corporation shall apply its assets in support of its activities, and shall make distributions in accordance with Section 4942 of the Internal Revenue Code of 1986.

ARTICLE IX
INCORPORATOR

9.01 The Incorporator of this Corporation is Colleen R. Hays who is over the age of twenty-one (21) years and whose address is 105 N. First Avenue #186, Sandpoint, ID 83864.

ARTICLE X
BYLAWS

10.01 The Board of Directors of this Corporation, at any regular or special meeting of the Board, shall have the sole power to adopt, alter, amend or repeal the Bylaws for the management of the affairs of the Corporation, so long as not inconsistent with law or these Articles of Incorporation.

ARTICLE XI
AMENDMENTS

11.01 These Articles of Incorporation may be amended at any annual meeting of the Board of Directors, or at any special meeting of the Board of Directors called for such purposes, at which a quorum is present and upon the vote of a majority of the Directors present at such meeting; provided that these Articles may not be amended in a way which would prejudice or prevent the Corporation from being described in Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE XII
DIRECTOR LIABILITY LIMITATIONS

A director shall have no liability to the Corporation or its members, if any, for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Idaho Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Idaho Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the

time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE XIII

INDEMNIFICATION

Section 1. Right to Indemnification. Except for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, where the director votes or assents to a distribution which is unlawful or violates the requirements of these Articles of Incorporation, or for any transaction from which the director will personally receive a benefit in money property, or services to which the Director is not legally entitled, each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer, he or she is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided however, that except as provided in Section 2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 1 or otherwise.

Section 2. Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 1 of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in

which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 3. Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members, if any, or disinterested directors or otherwise.

Section 4. Insurance, Contracts and Funding. The Corporation may maintain insurance at its expense to protect itself and any director, trustee, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such persons against such expense, liability or loss under the Idaho Business Corporation Act, as applied to nonprofit corporations. The Corporation may, without membership action, enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 5. Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Idaho Bureau Corporation Act, as applied to nonprofit corporations, or otherwise.

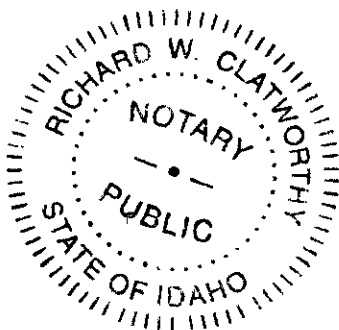
IN WITNESS WHEREOF, the undersigned incorporator has hereunto signed these Articles of Incorporation as of this 29th day of February, 2000.

Colleen R. Hays
Colleen R. Hays
Incorporator

STATE OF IDAHO)
) ss.
County of Bonner)

On this day personally appeared before me COLLEEN R. HAYS to me known to be the individual described in and who executed the within and foregoing instrument, and acknowledged that she signed the same as her free and voluntary act and deed, for the uses and purposes therein mentioned.

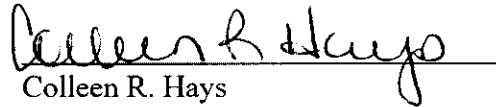
GIVEN under my and official seal this 29 day of FEBRUARY, 2000.



Richard W. Clatworthy
NOTARY PUBLIC in and for the
State of Idaho, residing in
Sandpoint
Print Name: RICHARD W CLATWORTHY
My Commission expires: 2/18/06

CONSENT TO SERVE AS REGISTERED AGENT

COLLEEN R. HAYS hereby consents to serve as Registered Agent, in the State of Idaho, for HAYS FAMILY FOUNDATION. She understands that as agent for the corporation, it will be her responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of her resignation, or of any changes in the registered office address of the corporation for which she is agent.



Colleen R. Hays
105 N. First Avenue #186
Sandpoint, ID 83864

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