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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

THE RESOURCE TRUST, INC.

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 THE RESOURCE TRUST, 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: December 8, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Steve Bowers*

ARTICLES OF INCORPORATION
OF

The ReSource Trust, Inc.

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IDAHO SECRETARY OF STATE

The undersigned, acting as the Incorporators of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation:

I.

The name of the corporation is The ReSource Trust, Inc.

II.

The corporation is organized exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code (the "Code"), including, but not limited to the operation of a private foundation for making grants and other qualifying distributions for deductible purposes within the scope of Sections 170(c)(1) and 170 (c)(2)(B).

III.

The number of directors constituting the initial Board of Directors of the corporation is not less than three (3). A change in the number of directors may be made by amending the Bylaws of the corporation.

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

<u>NAME</u>	<u>MAILING ADDRESS</u>
William A. McMahan	P.O. Box 3125 Ketchum, ID 83340
Sheila Lierman	P.O. Box 2357 Sun Valley, ID 83353
Bonnie Brown, PhD.	2965 Ingalls Way Eugene, OR 97405

IV.

The street address of the initial registered office of the corporation is 323 Lewis Street, Suite A, Ketchum, Idaho, and the name of its initial registered agent at such addresses is William A. McMahan.

V.

The name and mailing address of the incorporator is:

NAME

MAILING ADDRESS

William A. McMahan

P.O. Box 3125
Ketchum, ID 83340

VI.

The corporation shall have no members.

VII.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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.

VIII.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 above.

IX.

The corporation shall not attempt to influence legislation, by propaganda or otherwise, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

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)(3) of the Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

The Corporation shall distribute its income for each

tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code. Further, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, nor retain any excess business holdings as defined in Section 4943(c) of the Code, nor make any taxable expenditures as defined in Sections 4944 or 4945(d) of the Code.

IX.

The corporation shall have all of the powers granted nonprofit corporations under the laws of the State of Idaho. However, notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the tax exempt purposes of organizations set forth in Section 501(c)(3), of the Code.

DATED this 3rd day of December, 1993.



William A. McMahan

STATE OF IDAHO)
) ss.
County of Blaine)

I, Ruby A. Becker, a notary public, do hereby certify that on this 3rd day of December, 1993, personally appeared before me William A. McMahan who, being by me first duly sworn, declared that he is the Incorporator of The Resource Trust, Inc. that he signed the foregoing document as Incorporator of the corporation, and that the statements therein contained are true.

Ruby A. Becker
Notary Public for Idaho
Commission expires: 2/5/99