



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**THE ORGANIZATION FOR NATIVE AMERICAN ENTREPRENEURS CORPORATION**

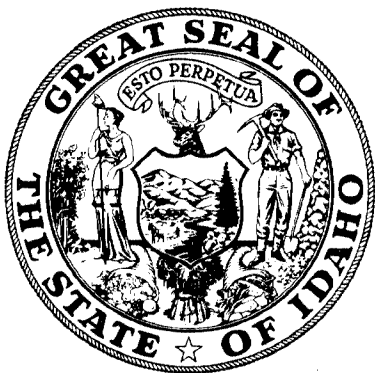
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**THE ORGANIZATION FOR NATIVE AMERICAN ENTREPRENEURS CORPORATION**

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 March 3, 19 89.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*[Signature]*  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
THE ORGANIZATION FOR NATIVE  
AMERICAN ENTREPRENEURS CORPORATION

MAR 3 1 34 PM '89  
SECRETARY OF STATE

We, the undersigned residents of the State of Idaho, do hereby associate ourselves for the purpose of forming a nonprofit corporation under the laws of the State of Idaho.

ARTICLE I  
Name and Location

The name of the Corporation shall be The Organization for Native American Entrepreneurs Corporation and its location shall be 960 Broadway, Suite 505, City of Boise, County of Ada, State of Idaho.

ARTICLE II

The Corporation is organized pursuant to the laws of the State of Idaho.

ARTICLE III  
Duration

The period of duration of this Corporation shall be perpetual.

ARTICLE IV  
Purposes

The purpose for which this Corporation is formed are exclusively nonprofit, charitable and educational:

- A. To assist American Indian tribes, organizations, corporations, individuals and other Indian entities to establish and operate manufacturing businesses, particularly businesses associated with the manufacture of clothing or other sewn items, in order to promote employment of Indians and economic development on and near Indian reservations. The assistance shall include but not be limited to financial assistance, training and technical and business assistance.

- B. To encourage Indian persons to pursue careers in the fields of clothing design, manufacturing, sales and related areas.
- C. To engage in any and all other activities which will directly or indirectly improve the economic and social welfare of Indian tribes and individuals and which are permissible under the laws of the State of Idaho.

**ARTICLE V**  
**Nonstock, Nonprofit Corporation**

This Corporation is formed solely for nonprofit charitable and educational purposes:

- A. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. This Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, or dividends to its members or to any individual, 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 its specific and primary purposes, and is organized solely for nonprofit purposes. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable, educational, and scientific purposes as are within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954, as they are currently and shall hereafter be in force and effect, and no part of the profits or net income of the Corporation shall inure to the benefit of any director, officer, or member thereof or to the benefit of any individual.
- B. On the dissolution of winding up of this Corporation, its assets remaining after payment of all debts shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable, educational, and scientific purposes and that has established its tax-exempt status under Section 502 (c)(3) of the Internal Revenue Code. If this Corporation holds any assets in trust, they shall be disposed of in such manner as may be directed by

judgement of the Idaho Court system on petition by any person concerned in the liquidation.

- C. In the event that this Corporation shall become a "private foundation" within the meaning of Section 509, then the Corporation's income for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942, and the Corporation shall be prohibited from engaging in any act of self-dealing as defined in Section 4941 (d), from retaining any excess business holdings as defined in Section 4943 (c), from making any investments in such manner as to subject the Corporation to tax under 4944, and from making any taxable expenditures as defined in Section 4945 (d), all sections of the Internal Revenue Code or 1954.

#### **ARTICLE VI** **Incorporators**

The names and addresses of the incorporators, who shall also be the persons appointed to act in the capacity of Directors until the election of their successors, are:

1. Robert Comstock, 960 Broadway, Boise, Idaho 83706
2. Beverly McGuire, 1612 No. 29th, Boise, Idaho 83703
3. J. Michael Clements, 820 E. Pennsylvania Dr., Boise, Idaho 83706
4. Ralph Comstock, III, 4325 Linda Vista Lane, Boise, Idaho 83704

#### **ARTICLE VII** **Statutory Agent**

The name and street address of the Corporation's statutory agent is:

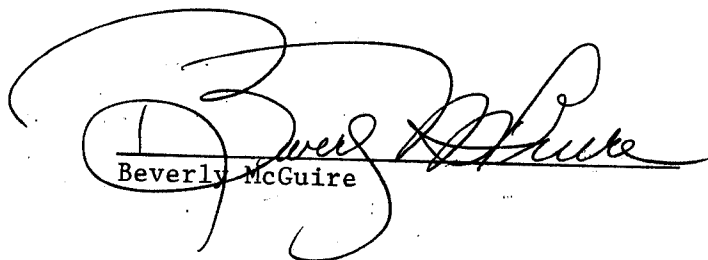
Robert Comstock  
960 Broadway  
Boise, Idaho 83706

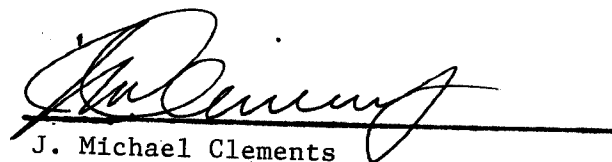
#### **ARTICLE VIII** **Amendments**

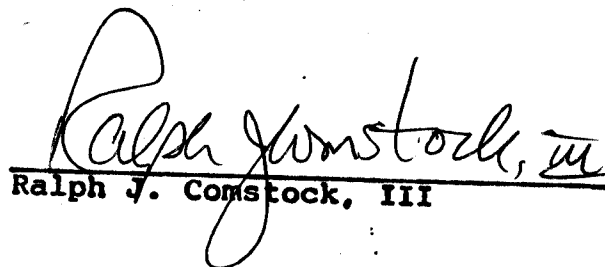
The Articles of Incorporation shall not be amended except upon a vote or with the written consent of a majority of its members.

IN WITNESS WHEREOF, for the purpose of forming this Corporation as a private nonprofit corporation for the purposes set forth in Article IV herein, under, and pursuant to the laws of the State of Idaho, we, the undersigned, being the persons named above as the first Directors of this Corporation, have executed these Articles of Incorporation on this 3 day of March, in the year of 1989.

  
Robert Comstock

  
Beverly McGuire

  
J. Michael Clements

  
Ralph J. Comstock, III

NOTARY:

