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SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF  
CANYON-OWYHEE SCHOOL SERVICE AGENCY FOUNDATION, INC.**

**TO: THE SECRETARY OF STATE**

**STATE OF IDAHO**

The undersigned, in order to form a Corporation under the provisions of Title 30, Chapter 3 Idaho Code submits the following Articles of Incorporation for such corporation.

**ARTICLE I  
NAME**

The name of the corporation is Canyon-Owyhee School Service Agency Foundation, Inc.

**ARTICLE II  
DURATION**

The corporation shall have perpetual duration.

**ARTICLE III  
PURPOSES**

The corporation is organized and shall be operated exclusively for charitable, informational and educational purposes within the meaning of Section 501(c)(3) of the *Internal Revenue Code* of 1986, as amended. Charitable purposes shall include the making of distributions to organizations qualifying as exempt organizations under Section 501(c)(3) of the *Internal Revenue Code* or the corresponding provision of any future United States Internal Revenue law. More particularly, the purpose for which the corporation is formed, and the objectives to be carried on and promoted by it is to serve the educational needs of Idaho public school boards.

The corporation is irrevocably dedicated to and operated exclusively for non-profit purposes and shall not operate for the purposes of carrying on a business or trade for profit.

**ARTICLE IV  
POWERS**

The corporation is empowered:

A. To accept, hold, invest, and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expand, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the corporation; and to do any and all lawful acts and things which may be necessary

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suitable or proper for the furtherance or accomplishment of the purposes of the corporation.

B. In general, to carry on any business or activity in connection with the foregoing which is reasonably necessary to accomplish the purposes of the corporation.

C. To have and exercise all the powers and rights confirmed by the laws of the State of Idaho upon non-profit corporations. But no act may be performed which would violate Section 501(c)(3) of the *Internal Revenue Code* of 1986, as amended.

## **ARTICLE V DIRECTORS AND MEMBERS**

The manner in which the directors of the corporation are elected or appointed shall be provided in the Bylaws of the corporation. The corporation shall have no members.

## **ARTICLE VI LIMITATIONS ON CONDUCT**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 in Article III 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 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 *Internal Revenue Code*, or corresponding section of any future *Federal Tax Code*, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the *Internal Revenue Code*, or corresponding section of any future *Federal Tax Code*.

## **ARTICLE VII REGISTERED OFFICE AND AGENT**

The address of the corporation's initial registered office in the State of Idaho is 20567 Whittier Drive, Greenleaf, Idaho 83626, and the name of its initial registered agent at such address is Mark Cotner.

## **ARTICLE VIII INITIAL DIRECTORS**

The number of directors constituting the initial board of directors shall consist of no fewer than three (3) and no more than five (5) and the name and addresses of the persons who are to serve are:

Jim Norton  
805 E. McConnell  
Parma, Idaho 83660

Kevin Miyasako  
26669 Bellavista  
Wilder, Idaho 83676

Mark Cotner  
21193 W. Antrim  
Greenleaf, Idaho 83626

The directors are to serve until the next annual meeting of the board of directors or until their successors shall be elected and qualified.

## **ARTICLE IX DISTRIBUTION UPON DISSOLUTION**

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 *Internal Revenue Code*, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any 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.

## **ARTICLE X INTERNAL REVENUE CODE**

All reference to provisions of the *Internal Revenue Code* of 1986 shall be deemed to include statutes which succeed such provisions, i.e., the corresponding provision of future internal revenue laws of the United States.

**ARTICLE XI  
BYLAWS**

The Board of Directors shall have the power to adopt, alter, amend or repeal bylaws the corporation which shall be consistent with these Articles of Incorporation.

**ARTICLE XII  
INDEMNIFICATION**

A director shall have no personal liability to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. A director is, however, liable for any breach of the director's loyalty to the corporation for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, for a transaction from which the director derives an improper personal benefit or under Idaho Code § 30-3-81.

This provision does not eliminate or limit the liability of a director for an act or omission occurring prior to the date when the provision in the Articles becomes effective.

Signatures of all incorporators: Jim Norton, 805 E. McConnell Parma ID 83660

Dated as of the 15 day of June, 2009.

Jim Norton

Dated as of the 15 day of June, 2009.

Kevin S. Myer

Dated as of the 17 day of June, 2009.

R. M. L. H.