

FILED EFFECTIVE

**ARTICLES OF INCORPORATION OF
HEYBURN ELEMENTARY PTO, INC.**

2006 DEC -4 AM 9:07

Pursuant to the provisions of the Idaho Non-Profit Corporation Act, Chapter 3, Title 30, of the Idaho Code (the "Act"), Heyburn Elementary PTO, Inc. ("Corporation"), hereby adopts the following Articles of Incorporation:

STATE OF IDAHO

Article I. Name

The name of the Corporation is Heyburn Elementary PTO, Inc.

Article II. Purposes

The purposes for which the Corporation is organized and will be operated are as follows:

- A. To advance, promote, sponsor, and carry on educational, scientific and charitable activities and objectives for Heyburn Elementary School located in St. Maries, Idaho. The Corporation shall promote any and all other activities that are consistent with the stated purpose of the Corporation, and consistent with any other lawful purposes of the Act.
- B. To pursue charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).
- C. To receive gifts, devises and bequests and to use the funds or the income therefrom for the benefit of the students and staff of Heyburn Elementary.
- D. To lease, procure office space, material and equipment for the carrying out of any of the purposes of the Corporation, and to hire or retain any personnel required to meet the purposes of this Corporation.
- E. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, or to do anything that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on.

No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to its members, 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 in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise

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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 the 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 the corresponding section of any future federal tax code.

Article III. Period of Duration

The period of duration of the Corporation is perpetual.

Article IV. Non-Profit Status

The Corporation is not for profit.

Article V. Registered Office and Agent

The address of the Corporation's initial registered office in the State of Idaho shall be Heyburn Elementary School, 1405 Main Avenue, City of St. Maries, County of Benewah, State of Idaho 83861. The name of the Corporation's initial registered agent is Connie Mavity, Principal.

Article VI. Members

Membership in the Corporation is open to the parents/guardians of students, as well as teachers and staff of Heyburn Elementary School.

Article VII. Initial Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than five (5), nor more than seven (7) persons, as determined by the Board from time to time. The Directors shall be selected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation. The names and addresses of the individuals serving as the initial directors are as follows: (1) Carrie Wood, 1167 Elm Street, St. Maries, Idaho 83861; (2) Jackie McGregor, 1103 Jefferson Avenue, St. Maries, Idaho 83861; (3) Shilo Sands, 3193 St. Maries River Road, St. Maries, Idaho 83861; (4) Cindy Nelson, 851 Susie Drive, St. Maries, Idaho 83861; and (5) Heather Chase, 1018 Elm Street, St. Maries, Idaho.

Article VIII. Incorporator

The name and address of the incorporator of the Corporation is Carrie Wood, 1167 Elm Street, St. Maries, Idaho 83861.

Article IX. Distribution on Dissolution

At the time of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax 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.


Article X. Bylaws

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Bylaws may be amended by majority vote of the Board of Directors.

Article XI. Indemnification/Liability

To the fullest extent permitted by law, and the Act, this Corporation shall have the power to indemnify any person and to advance expenses incurred or to be incurred by such person in defending a civil, criminal, administrative or investigative action, suit or proceeding threatened or commenced by reason of the fact said person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Any such indemnification or advancement of expenses shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. Any indemnification or advancement of expenses so granted or paid by the Corporation shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such a person.

In witness whereof, I have subscribed these Articles of Incorporation this 29th day of November, 2006.



Carrie Wood, Incorporator
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