

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

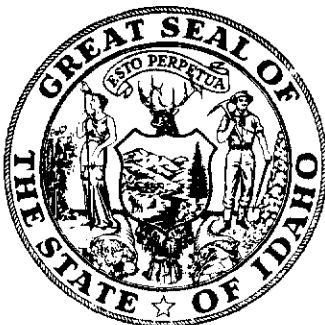
SANDPOINT MATH/SCIENCE CLUB, INC.

File number C 118491

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 SANDPOINT MATH/SCIENCE CLUB, 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: March 4, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *L. D. [Signature]*

ARTICLES OF INCORPORATION
OF
SANDPOINT MATH/SCIENCE CLUB, INC.
(an Idaho Nonprofit Corporation)

February 18, 1997

IDAHO SECRETARY OF STATE
DATE 02/24/1997
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CK #: 3517 CETS 30773
INC NONP 18 30.00- 30.00
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The undersigned, acting as incorporator of a nonprofit corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is Sandpoint Math/Science Club, Inc.

ARTICLE II

The corporation is a nonprofit corporation.

ARTICLE III

The period of duration of the corporation is perpetual.

ARTICLE IV

The address of the initial registered office is 410 South Division, Sandpoint, Idaho 83864, and the name of the initial registered agent at this address is RICHARD GEHRING.

ARTICLE V

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

A. Promote the study of math/science at the college or university level by providing scholarships for senior students.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue

ARTICLES OF AMENDMENT - 1

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 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, whether real or personal, 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, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI

No part of the net earnings or the assets of the corporation shall inure to the benefit of, or be distributed 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 V hereof. No substantial part of the activities of the corporation shall be for 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the

corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII

The corporation shall not have any members.

ARTICLE VIII

The affairs of the corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with corporation's Bylaws, but shall not be less than (3) following the initial Director's meeting. Other than the Directors constituting the initial Board of Directors, who are designated herein, the Directors shall be elected by the existing Directors of the corporation in the manner and for the term provided in the corporation's Bylaws.

The name and street addressess of the persons constituting the initial Board of Directors are:

NAME

ADDRESS

RICHARD GEHRING

410 South Division, Sandpoint, ID 83864

ARTICLE IX

Upon 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 the assets of the corporation consistent with the purposes of the corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal

Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the corporation.

ARTICLE X

The name and street address of the incorporator is RICHARD GEHRING, 410 South Division, Sandpoint, Idaho 83864.

ARTICLE XI

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the Bylaws.

DATED this 18th day of February, 1997.


RICHARD GEHRING
Incorporator