

State of Idaho

Department of State

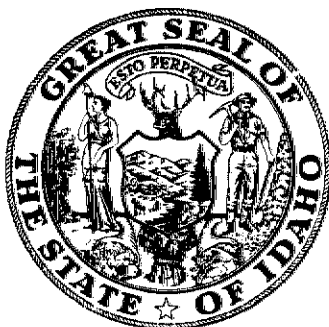
CERTIFICATE OF INCORPORATION OF

IEA CHILDREN'S FUND, INC.
File number C 119704

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 IEA CHILDREN'S FUND, 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: June 3, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley J. Clark*

**ARTICLES OF INCORPORATION
OF
IEA CHILDREN'S FUND, INC.**

97 JUN -3 AM 8:34
SECRETARY OF STATE
STATE OF IDAHO

FIRST

The name of this corporation is IEA Children's Fund, Inc.

SECOND

- A. This corporation is a nonprofit corporation, and is not organized for the private gain of any person. It is organized under the Idaho Nonprofit Corporation Act for charitable purposes.
- B. The specific purpose for which this corporation is formed is to provide support to Idaho children in need -- either directly or through qualified organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986.

THIRD

The name of this corporation's initial registered agent, and the street address of this corporation's initial registered office are:

John E. Rumel
620 North Sixth Street
Boise, Idaho 83701

FOURTH

The name and address of the person serving as the Incorporator of this corporation is:

James A. Shackelford
620 North Sixth Street
Boise, Idaho 83701

IDAHO SECRETARY OF STATE
DATE 04/11/1997
0900 82138 2
CK #: CUST# 79724
INC NONP 10 30.00= 30.00

FIFTH

The Board of Directors for this corporation are:

Monica Beaudoin
501 West Franklin
Boise, Idaho 83702

Lyndon Harriman
South 140 Park Drive
Post Falls, Idaho 83854

Ken Sare
260 Rodney
Rexburg, Idaho 83440

Marian Pritchett
3635 Kingswood
Boise, Idaho 83704

Marcia Blakeley
2902 Meadowbrook
Boise, Idaho 83705

Donita Martin
227 Grays Lane
Nampa, Idaho 83867

James A. Shackelford
620 North Sixth Street
Boise, Idaho 83701

SIXTH

This corporation shall not have members.

SEVENTH

- A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.
- B. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation. 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 510(c)(3) of the Internal Revenue Code of 1986, or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986.
- C. No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and this corporation shall not participate or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

EIGHTH

The number of directors of this corporation shall be set forth in the By-Laws of the corporation as adopted and amended from time to time in the matter authorized by law.

NINTH

The property of this corporation is irrevocably dedicated to the charitable purposes set forth in these Articles, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer of the corporation or to the benefit of any private person, except for disbursements made in connection with this corporation's charitable purposes. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debits and liabilities of the corporation, shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for educational or charitable purposes and which has established its tax exempt status under Section 510(c)(3) of the Internal Revenue Code of 1986, and which has as its primary purpose the care of needy children in the state of Idaho.

TENTH

This corporation is authorized to provide indemnification of its directors, officers, employees or agents as provided for in Section 30-3-88 of the Idaho Nonprofit Corporation Act.

IN WITNESS WHEREOF, for purposes of forming his corporation under the laws of the State of Idaho, I, the undersigned Incorporator, have executed these Articles of Incorporation this 32nd day of May, 1997.


James A. Shackelford, Incorporator