



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

DEMOLAY FOUNDATION OF IDAHO, INC.

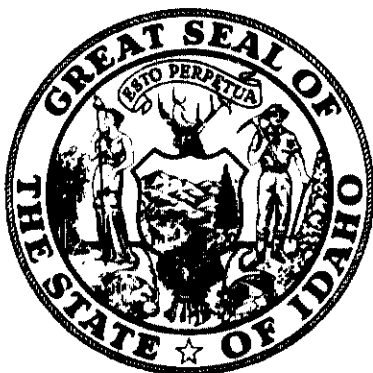
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

DEMOLAY FOUNDATION OF IDAHO, 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 April 12, 19 90.



Pete T. Cenarrusa

SECRETARY OF STATE

Imogene L. Laska
Corporation Clerk

APR 12 8 51 AM '90
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
DeMOLAY FOUNDATION OF IDAHO, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Corporation Act, adopt the following Articles of Incorporation of such corporation:

ARTICLE I

Name

The name of this corporation shall be:
DeMOLAY FOUNDATION OF IDAHO, INC.

ARTICLE II

Nonprofit Status

DeMolay Foundation of Idaho, Inc., is a nonprofit corporation.

ARTICLE III

Duration

The period of its duration is perpetual.

ARTICLE IV

Purposes and Powers

The purpose of the corporation is to promote the guidance of youths in their physical, mental and religious development through programs in the fields of physical education, sportsmanship, citizenship, public speaking, and the arts. The corporation may engage in any lawful activity which is not for profit and which is consistent with the purposes set forth above, for which corporations may be organized under the Idaho Corporation Act. This corporation shall also have all the rights and powers now given to nonprofit corporations generally under the laws of

the State of Idaho, and all further and broader rights and powers which may in the future be given to nonprofit corporations generally under any subsequent laws of this state. No subsequent repeal or amendment of any such laws shall diminish or restrict this corporation's rights and powers.

This corporation is organized exclusively for charitable, scientific, literary, or educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended, or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any provision of these Articles of Incorporation to the contrary, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization qualifying for tax-exempt status under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws. Furthermore, this corporation shall neither conduct nor carry on any activities which subject the corporation to liability for excise taxes imposed pursuant to §§4941, 4942, 4943, 4944, or 4945 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

This corporation shall not engage nor shall any of its funds, property, or income be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V

Negation of Pecuniary Gain

No part of the net earnings of this corporation shall ever inure to or for the benefit of or be distributable to its members (if any), trustees, officers, or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and

distributions in furtherance of the exempt purposes for which it was formed.

ARTICLE VI

Members

This corporation shall have no members. The corporation shall have six (6) trustees. The number of trustees may not be altered by subsequently adopted bylaws. One (1) trustee of the corporation shall always be the Executive Officer for the Jurisdiction of Idaho, Order of DeMolay, who shall act as chairman of the trustees. Such Executive Officer shall be the person appointed to this position by the International Supreme Council, Order of DeMolay, whose headquarters is in Kansas City, Missouri.

The other trustees shall be members of the Grand Lodge of Ancient, Free and Accepted Masons of Idaho and the Idaho State DeMolay Master Councils and
The initial Board of Trustees is:

Robert M. Haakenson	1001 Forest Park Lane Coeur d'Alene, ID 83814
John M. Kucera	N. 12130 Emerald Drive Hayden Lake, ID 83835
Lowell C. Jensen	5750 South 55 West Idaho Falls, ID 83402
Gerald L. Riggs	3540 Highway 41 Post Falls, ID 83854
Samuel D. Hovaton	810 East 8th North Mountain Home, ID 83647
Steven R. Alsup	Route 3, Spring Creek Drive Twin Falls, ID 83301

said trustees shall be appointed by the Executive Officer.

ARTICLE VII

Registered Office and Registered Agent

The registered office of the corporation shall be 1001 Forest Park Lane, Coeur d'Alene, Idaho 83814.

The registered agent of the corporation shall be Robert M. Haakenson.

ARTICLE VIII

Dissolution

On the winding up and dissolution of the corporation, after payment of or adequate provision for the debts and obligations of the corporation, the remaining assets shall be distributed to a fund, foundation or corporation which is organized and operated exclusively for charitable, scientific or educational purposes, which has established its tax-exempt status under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or to the Grand Lodge of Idaho, Ancient Free and Accepted Masons, 219 North 17th Street, Boise, Idaho 83702. If this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by the District Court of the county in which the principal office of the corporation has been 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 IX

Incorporator

The names and addresses of the Incorporators are:

<u>Name</u>	<u>Address</u>
Robert M. Haakenson	1001 Forest Park Lane Coeur d'Alene, ID 83814
John M. Kucera	N. 12130 Emerald Drive Hayden Lake, ID 83835
Lowell C. Jensen	5750 South 55 West Idaho Falls, ID 83402
Gerald L. Riggs	3540 Highway 41 Post Falls, ID 83854

IN WITNESS WHEREOF, the Incorporators have signed these Articles of Incorporation in duplicate this 29TH day of MARCH, 1990.


ROBERT M. HAAKENSON, Incorporator


JOHN M. KUCERA, Incorporator


LOWELL C. JENSEN, Incorporator


GERALD L. RIGGS, Incorporator

STATE OF IDAHO)
) ss.
County of Bannock)

ROBERT M. HAAKENSEN, JOHN M. KUCERA, LOWELL C. JENSEN and
GERALD L. RIGGS, being first duly sworn, each for himself, on
oath deposes and says:

I am one of the Incorporators in the foregoing matter. I
have read the above Articles of Incorporation, know the contents
thereof, and believe the same to be true.

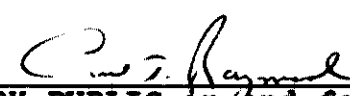

ROBERT M. HAAKENSEN


JOHN M. KUCERA


LOWELL C. JENSEN


GERALD L. RIGGS

SUBSCRIBED AND SWORN to before me on 3-29-90, 1990.


NOTARY PUBLIC in and for the State
of Idaho, residing at Forcella

My appointment expires: 7-1-91

MRG1

CONSENT TO SERVE AS REGISTERED AGENT

ROBERT M. HAAKENSEN consents to serve as Registered Agent in the State of Idaho for DeMOLAY FOUNDATION OF IDAHO, INC. Robert M. Haakenson understands that as agent for the corporation, it is his responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of his resignation, or of any changes in the registered office address of the corporation for which he is agent.

DATED: April 12, 1990.



ROBERT M. HAAKENSEN
1001 Forest Park Lane
Coeur d'Alene, Idaho 83814