

# *State of Idaho*

## **Department of State**

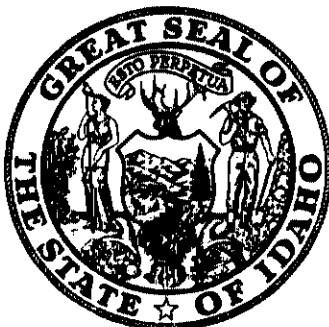
### **CERTIFICATE OF INCORPORATION OF**

**GENESEE EDUCATION FOUNDATION, 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 GENESEE EDUCATION FOUNDATION, 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: November 9, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]* *[Signature]*

**ARTICLES OF INCORPORATION  
OF  
GENESEE EDUCATION FOUNDATION, INC.**

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

**ARTICLE I. NAME**

The name of the Corporation is GENESEE EDUCATION FOUNDATION, INC..

**ARTICLE II. NONPROFIT STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III. PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT**

The location of this Corporation is in the City of Genesee, County of Latah, State of Idaho. The address of the initial registered office is 330 West Ash Street, Genesee, Idaho, 83832, and the name of the initial registered agent at this address is John J. Eikum.

**ARTICLE V. PURPOSES**

The purpose of the Corporation is to promote, sponsor, and carry on educational, scientific, and charitable activities and objectives. The Corporation is organized to receive and maintain a fund or funds or real or personal property, or both, and to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for educational, scientific, and charitable activities and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. Specifically and exclusively, the Corporation is organized to promote and develop the ability of the Genesee, Idaho, school system to train students for vocational, professional, and business careers through the high school level by promoting a close, mutual relationship between the Genesee school system and its alumni and by soliciting and receiving funds and other gifts to be used for such purposes as the purchase of books, equipment, and supplies; the endowment of scholarships to institutions of higher learning for worthy students; the establishment of special facilities, including such things as special groups and lecturers of any and all types for the benefit of the Genesee school system, its faculty, and students;

Article of Incorporation  
Genesee Education Foundation, Inc.

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and for such other purposes as will better enable the Genesee school system to perform its fundamental education functions.

To exercise all powers granted by law necessary and proper to carry out the above stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing 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. LIMITATIONS**

No part of the net earning or the 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 V 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 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. MEMBERS**

The members of the Corporation shall be the initial board of directors of the corporation for their term of office and each subsequently appointed Board of Director for their term of office. Additional members may be added by resolution of the Board of Directors.

#### **ARTICLE VIII. MEMBERS NOT SUBJECT TO ASSESSMENTS**

The members of this Corporation shall not be subject to assessments and the private property of the members shall not be subject to payment of Corporation debts, expenses or other obligations to any extent whatever.

#### **ARTICLE IX. 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 three (3) nor more than fifteen (15) individuals, each of

whom, at all times, shall be a member of the Corporation. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Ray Morscheck	Rt. 1, Box 97A, Genesee, Idaho 83832
Richard Olson	Rt. 2, Box 26, Genesee, Idaho 83832
Daphne Odenborg	252 N. Jackson, Genesee, Idaho 83832
John J. Eikum	243 N. Tamarack, Genesee, Idaho 83832

#### **ARTICLE X. DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporations, distribute all assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the 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 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 organizations, as such Court shall determine to be consistent with the purposes of the Corporation.


#### **ARTICLE XI. INCORPORATOR**

The name and street address of the incorporator is John J. Eikum, 243 N. Tamarack, Genesee, Idaho 83832.

#### **ARTICLE XII. BYLAWS**

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


Dated this 3<sup>rd</sup> day of November, 1992.

  
John J. Eikum

STATE OF IDAHO                     )  
  ) ss.  
COUNTY OF Nez Perce            )

On this 3 day of November, 1992, before me, the undersigned, a notary public in and for the state of Idaho, personally appeared John J. Eikum, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and official seal the day and year first above written.

  
Notary Public, State of Idaho,  
residing in Lewiston. My  
commission expires: 5/29/1997