

# State of Idaho

## Department of State

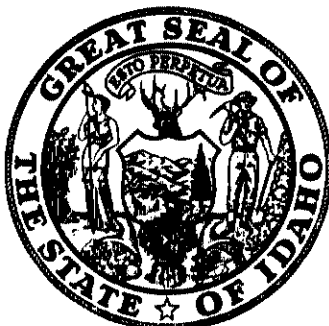
### CERTIFICATE OF INCORPORATION OF

IDAHO FALLS SCHOOL DISTRICT NO. 91 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 IDAHO FALLS SCHOOL DISTRICT NO. 91 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: September 30, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Valerie Hunt*

ARTICLES OF INCORPORATION  
OF  
IDAHO FALLS SCHOOL DISTRICT NO. 91  
EDUCATION FOUNDATION, INC.

RECEIVED  
SEC. OF STATE  
'92 SEP 30 AM 8 32

The undersigned, a majority of who are citizens of the United States, acting under the Idaho Non-Profit Corporation Act, adopt the Articles of Incorporation as follows:

ARTICLE I

The name of the corporation is IDAHO FALLS SCHOOL DISTRICT NO. 91 EDUCATION FOUNDATION, INC.

ARTICLE II

This corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

#### ARTICLE IV

Section 1. Purposes. The purposes for which this corporation is formed are, in general, to promote, sponsor and carry out educational purposes and objectives; and it may, but not in limitation of the foregoing, receive, hold, own, manage, use, purchase, mortgage and dispose of property of all kinds, real, personal, and intangible, whether held absolutely or in trust, or by way of agency or otherwise, for the benefit of School District No. 91 schools and the educational activities that may be conducted by School District No. 91 schools.

Section 2. Powers. This corporation shall have and exercise all rights, powers, privileges and immunities provided by the Idaho Non-Profit Corporation Act, Idaho Code Section 30-301 et. seq., as amended.

Section 3. Exempt Status. This corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the corporation is distributable to, or inures to the benefit of its directors or officers except to the extent permitted under the Idaho Non-Profit Corporation Act. 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, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these

Articles of Incorporation, 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 of 1954 (or the corresponding provision of any future United States Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

Section 4. Dissolution of Corporation. Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or 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 the Court of Common Pleas 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 V

The corporation to be organized upon a nonstock, certificate of membership basis.

Such memberships shall be nonredeemable, nontransferable, and nondividend bearing. The affairs of the corporation shall be vested in and managed by the Board of Directors. The conditions and regulations of membership and the rights and other privileges of the classes of membership shall be determined and fixed by the bylaws. The private property of the members of this corporation shall be not liable for its corporate debts.

#### ARTICLE VI

No part of the income of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation or any private individual (except that the reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets in dissolution of the corporation.

#### ARTICLE VII

This corporation is not a church and the management of its affairs shall be vested in the Board of Directors.

#### ARTICLE VIII

The street address of its initial registered office is: 690 John Adams Way, Idaho Falls, Idaho 83401, and the name of its initial registered agent at such address is: KENNETH SCHOW.

## ARTICLE IX

The number of directors constituting the initial Board of Directors of the corporation is four (4). The names and post office addresses of the persons who shall serve as the initial directors until the first annual meeting or until the successors are elected and shall qualify are:

KENNETH SCHOW, 690 John Adams Parkway, Idaho Falls, ID 83401

GARY WIGHT, 4753 North 5th West, IDaho Falls, ID 83402

ROSALYN McCANDLESS, 768 E. 65th No., Idaho Falls, ID 83401

DEE WHITTIER, 395 Redwood Dr., Idaho Falls, ID 83401

## ARTICLE X

The name and street address of the incorporator is:

KENNETH SCHOW  
690 John Adams Parkway  
Idaho Falls, ID 83401

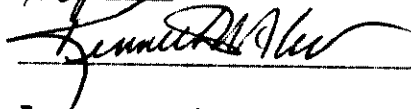
## ARTICLE XI

The power to make, alter, amend or appeal the bylaws of this corporation shall be vested in its Board of Directors, and the bylaws may contain any provision for the regulation and management of the affairs of this corporation not inconsistent with these Articles of Incorporation and the laws of the State of Idaho.

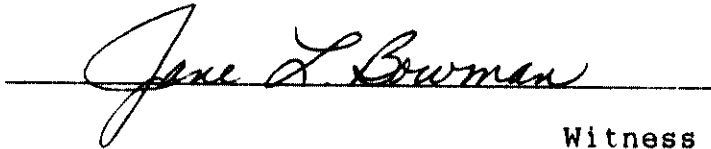
ARTICLE XII

The power to amend these Articles of Incorporation is expressly conferred upon the members.

DATED this 24<sup>th</sup> day of Sept., 1992.



Incorporator



Witness