



Department of State.

CERTIFICATE OF INCORPORATION OF

TROXELL FUND, INC.

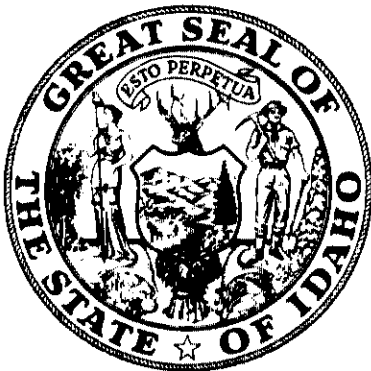
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

TROXELL 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 December 04, 19 90.



Pete T. Cenarrusa

SECRETARY OF STATE

Augustine M. Zakala

Corporation Clerk

ARTICLES OF INCORPORATION
of
Troxell Fund, Inc.

DEC 4 2 22 PM '90
SECRETARY OF STATE

The undersigned, acting as 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 TROXELL FUND, 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 Boise, County of Ada, State of Idaho. The address of the initial registered office is 2085 White Pine Lane, Boise, Idaho 83706, and the name of the initial registered agent at this address is Robert I. Troxell.

ARTICLE V. PURPOSES - POWERS.

Section 1. Purposes. The purposes for which this Corporation is organized and shall operate are:

(a) This Corporation is organized and shall operate exclusively for religious, charitable, scientific, literary or educational purposes, or for the prevention of cruelty to children or animals, in compliance with the provisions of Section 501(c)(3) of the United States Internal Revenue Code of 1986 as from time to time amended (herein referred to as the "1986 I.R.C.").

(b) To receive, hold, invest, reinvest and administer gifts, bequests, devises, benefits of trusts, whether in the form of money or property without limitation as to amount or value.

(c) To give, convey or assign any of its property or assets, either outright or upon lawful terms and conditions regarding the use thereof, to other organizations, provided that (1) the organization is organized and operates exclusively for

religious, charitable, scientific, literary or educational purposes or for the prevention of cruelty to children or animals, in compliance with Section 501(c)(3) of the 1986 I.R.C.; and (2) conveyances or assignments of property or assets to the organization shall be exempt from gift, succession, inheritance, estate or death taxes (by whatever name called) imposed by the United States government.

(d) Alone or in cooperation with other persons or organizations to do any and all lawful acts which may be necessary, useful or proper for the furtherance or attainment of any or all of the purposes of this Corporation.

Section 2. Powers. In general, to take such actions and to exercise any and all powers which are now or hereafter may be lawful pursuant to the laws of the State of Idaho and in particular the "Idaho Nonprofit Corporation Act", as from time to time amended; providing such actions and the exercise of the powers are compatible with the purposes of this Corporation as stated in Section 1 of this Article, and do not violate the limitations set forth in Section 3 of this Article.

Section 3. Limitations. The following are limitations upon the powers and authority of this Corporation:

(a) No part of the net earnings or the assets of this Corporation shall inure to the benefit of, or be distributable to, a member, director or officer of this Corporation or to a private individual (excepting payment of reasonable compensation for actual services rendered to the Corporation) or to or for the benefit of any organization which does not satisfy the requirements set forth in subsection (c) of Section 1 of this Article.

(b) No substantial part of the activities of this Corporation shall be that of carrying on propaganda, or otherwise attempting to influence legislation. This Corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, this Corporation shall not carry on any other activities which are not permitted to be carried on (1) by a corporation which is exempt from payment of federal income tax pursuant to Section 501(c)(3) of the 1986 I.R.C., or the corresponding section of any future Federal tax code; or (2) by a corporation, contributions to which are deductible under the provisions of Section 170(c)(2) of the 1986 I.R.C., or any corresponding section of any future Federal tax code.

(d) This Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the 1986 I.R.C. or corresponding sections of any future Federal tax code; and this Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the 1986 I.R.C. or corresponding sections of any future Federal tax code; and this Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the 1986 I.R.C. or corresponding sections of any future Federal tax code; and this Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the 1986 I.R.C. or corresponding sections of any future Federal tax code; and this Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the 1986 I.R.C. or corresponding sections of any future Federal tax code.

(e) This Corporation shall not serve as the trustee or as a member of the board of trustees of any trust.

ARTICLE VI. MEMBERS.

The Corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority granted by these Articles of Incorporation to the Board of Directors.

Any person whose membership has been approved by the Board of Directors may become a member of this Corporation, and continue as such member until termination by action of the Board of Directors. A member shall not be obligated to pay a membership fee, dues or assessments as a condition to membership or continuing membership in this Corporation.

ARTICLE VII. 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 seven (7) 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:

NAME

ADDRESS

Barbara Noble Troxell

2085 White Pine Lane,
Boise, Idaho 83706

Ann Murdoch

587 Balsam Street,
Boise, Idaho 83706

Stephen Murdoch

587 Balsam Street,
Boise, Idaho 83706

Robert I. Troxell

2085 White Pine Lane,
Boise, Idaho 83706

ARTICLE VIII. 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 Corporation, distribute all the 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 1986 I.R.C., 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 Fourth Judicial District of the State of Idaho in and for the County of Ada, exclusively for such purposes or to such organizations, as such court shall determine which are organized and operated exclusively for such purposes.

ARTICLE IX. INCORPORATOR.

The name of the incorporator is Robert I. Troxell; whose address is 2085 White Pine Lane, Boise, Idaho 83706.

ARTICLE X. BYLAWS.

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

DATED this 4TH day of December, 1990.


Robert I. Troxell