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State of Idaho

Department of State

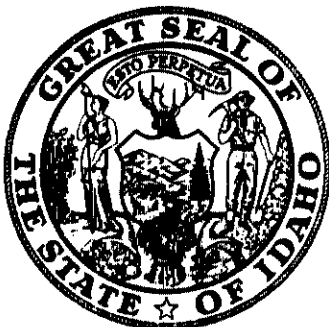
CERTIFICATE OF INCORPORATION OF

THE JERALEE UNDERWOOD CHILDREN'S MUSEUM, 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 THE JERALEE UNDERWOOD CHILDREN'S MUSEUM, 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: March 17, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Angie E. Hoken*

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SEC. OF STATE
MAR 17 1994

ARTICLES OF INCORPORATION

THE JERALEE UNDERWOOD CHILDREN'S MUSEUM, INC.

The undersigned, acting as incorporators 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 this corporation is THE JERALEE UNDERWOOD CHILDREN'S MUSEUM, 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 Idaho Falls, County of Bonneville, State of Idaho. The address of the initial registered office is 170 W. Sunnyside Road, Idaho Falls, Idaho, and the name of the initial registered agent at this address is Richard Holman.

ARTICLE V

PURPOSES AND POWERS

A. The purposes for which the Corporation is organized and will be operated are exclusively charitable, educational, or scientific

within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3), and consist of the following:

1. To establish and operate hands-on, interactive children's museums within the State of Idaho, particularly in Idaho Falls.

2. To dedicate said children's museums as an expression of our duty to protect and educate the young, and as a living memorial to Jeralee Underwood of Pocatello, Idaho, and all children like her.

3. To operate said museums as regional learning and entertainment resources, and to preserve, if possible, historic structures by providing an appropriate and economically viable reuse of said structures as children's museums.

4. To provide through said museums a place where children can experience and learn the principles of science, how our natural environment is structured and operated, and the nature of the interrelationships between human society and the planet Earth.

5. To act as an extension resource to existing school curricula, by providing hands-on experiences that can complement classroom activities and by providing a location for exhibits, displays, materials and equipment that may not be compatible with the structure of a traditional school

classroom.

6. To provide exhibits and programs that will be available to all children.

7. To create museum attractions that will tend to further the preservation and revitalization of downtown districts, where possible.

8. To facilitate parental involvement in non-traditional learning activities that will enable them to encourage and better assist their children's educational development.

9. To serve at-risk children's populations and parents by providing a learning environment where they can acquire skills and knowledge that will improve their access to science, math and high-technology careers.

B. The Corporation may exercise all powers granted by law necessary and proper to carry out the above stated purposes, including but not limited to the power to:

1. Accept donations of money, property, whether real or personal, or any other thing of value.

2. Deal with, contract and coordinate with various governmental, community and private agencies for charitable donations, grants, loans or otherwise, within or without the community or the State of Idaho.

3. Purchase or otherwise acquire, own, hold, manage, maintain, rehabilitate, improve, develop, lease, exchange, encumber, sell or deal with any real or personal property of every kind or description tangible or intangible.

4. Do any and all lawful activities which may be necessary,

fruitful or desirable, to accomplish the purposes herein. The attainment of such purpose may be direct or indirect, and alone or in conjunction or in cooperation with others, whether such others be persons or organizations of any kind or nature such as, but not limited to: corporations, firms, associations, trusts, institutions, foundations, governmental bureaus, departments or agencies.

C. 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.

D. All of the foregoing powers shall be exercised exclusively for charitable, educational, or scientific purposes in such manner that the corporation shall qualify as an exempt corporation under Section 501(c)(3) of the United States Internal Revenue Code of 1954, and applicable state law provisions as they are currently and shall hereafter be in effect.

ARTICLE VI

LIMITATIONS

No part of the net earnings 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 provision 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 Corporation may, at the discretion of the Board of Directors as set forth in the Bylaws, have members who shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation.

ARTICLE VIII

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 twenty-five (25) 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:

Richard Holman
170 W. Sunnyside
Idaho Falls, Idaho 83402

Robert Skinner
290 Troy
Idaho Falls, Idaho 83402

Russell E. Webb
2832 Redbarn Lane
Idaho Falls, Idaho 83404

ARTICLE IX

MEMBERSHIP DUES

If the Board elects to admit members into the corporation, membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE X

DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions 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 organization 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 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 organization, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XI

INCORPORATORS

The names and street addresses of the incorporators are Richard Holman, 170 W. Sunnyside, Idaho Falls, Idaho 83402; Robert Skinner, 290 Troy, Idaho Falls, Idaho 83402; and Russell E. Webb, 2832 Redbarn Lane, Idaho Falls, Idaho 83404.

ARTICLE XII


BYLAWS

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

DATED this 14 day of March, 1994.


Richard Holman, Incorporator


Robert Skinner, Incorporator


Russell E. Webb, Incorporator