

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

S.A.W.W.A.B., INC.
File number C 112274

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 S.A.W.W.A.B., 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: October 6, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

Oct 6 5 02 PM '95

ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
STATE OF IDAHO

S.A.W.W.A.B., INC.

The undersigned, acting as the incorporator of the above corporation organized pursuant to and subject to the Idaho Nonprofit Corporation Act; Chapter 3, Title 30, Idaho Code, adopts the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is S.A.W.W.A.B., 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. PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

- A. Providing Senior Citizens in Retirement Homes with the opportunity to participate in singing and karaoke.
- B. Charitable, religious, 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 under such Section 501(c)(3).
- C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorized or permit the Corporation to carry on any business for profit, to

IDAHO SECRETARY OF STATE

10/10/95 9:00:00 AM

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CORPORATION NON PROFIT

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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 V. 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 IV hereof. No substantial part of the activities of the Corporation shall be for 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 VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 1779 Country Terrace Way, Meridian, Idaho 83642, and the name of its initial registered agent at that office is Harry Perry.

ARTICLE VII. NO MEMBERS

The Corporation shall not have any members.

ARTICLE VIII. BOARD OF DIRECTORS

The number of Directors of the Corporation shall be as specified in the Bylaws. The following shall serve until the first annual meeting of the shareholders and until successors shall have been elected and qualified:

<u>Name</u>	<u>Address</u>
Harry Perry	1779 Country Terrace Way, Meridian, Idaho 83642.
Judy Perry	1779 Country Terrace Way, Meridian, Idaho 83642.

ARTICLE IX. INCORPORATOR

The name and address of the incorporator of the Corporation is:

Name

Address

Harry Perry

1779 Country Terrace Way, Meridian, Idaho 83642.

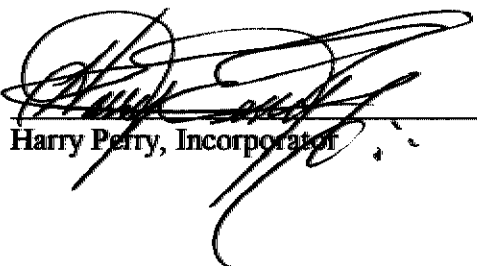
ARTICLE X DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that 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 by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XI BYLAWS

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

Dated this 2nd day of October, 1995.


Harry Perry, Incorporator