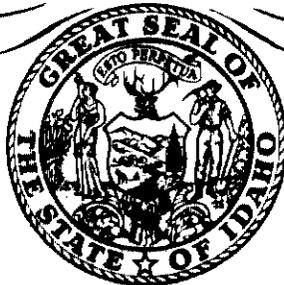


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

IDAHO PARTNERS OF THE ALLIANCE, INC.

was filed in the office of the Secretary of State on the **First** day of **October,** A. D. One Thousand Nine Hundred **Sixty-four** and is duly recorded on Film No. **130** of Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **perpetual existence** from the date hereof, with its registered office in this State located at **Boise** in the County of **Ada** and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **1st** day of **October**, A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
IDAHO PARTNERS OF THE ALLIANCE, INC.

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Idaho, do hereby certify:

ARTICLE I.

The name of the corporation is the Idaho Partners of the Alliance, Inc.

ARTICLE II.

The purpose or purposes for which the corporation is formed are as follows:

To operate exclusively for religious, charitable, scientific, literary or educational purposes, for the prevention of cruelty to children or animals, including but not limited to making gifts and contributions to one or more organizations (other than organizations testing for public safety) described in section 501 (c)(3) of the Internal Revenue Code of 1954, which reads as follows:

"Corporations, and any community chest, fund, or foundation organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary or educational purposes, or for the prevention of cruelty to children or animals, no part of the net earnings of which inures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office."

To do and engage in any and all lawful activities that may

be incidental or reasonably necessary to any of the foregoing purposes, and to have and exercise all other powers and authority now or hereafter conferred upon foundations under the laws of the State of Idaho.

Provided, However, that any references herein to any provision of the Internal Revenue Code of 1954 (herein called the "Code") shall be deemed to mean such provision as now or hereafter existing, amended, supplemented or superseded, as the case may be.

Provided, Further, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of this corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:

1. This Corporation shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent this corporation from qualifying (and continuing to qualify) as a corporation described in section 501 (c)(3) of the Code, contributions to which are deductible for federal income tax purposes.

2. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall it engage in any activities that are unlawful under the laws of the United States of America, or the State of Idaho, or any other jurisdiction where such activities are carried on; nor shall it engage in any transaction defined at the time as "prohibited" under Section 503 of the Code.

3. This Corporation shall never be operated for the primary

purpose of carrying on a trade or business for profit. Neither the whole, nor any part or portion, of the assets or net earnings of this corporation shall be used, nor shall this corporation ever be organized or operated, for purposes that are not exclusively religious, charitable, scientific, literary, or educational within the meaning of section 501 (c)(3) of the Code.

4. No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator, or organizer of this corporation, or substantial contributor to it, except as a reasonable allowance for actual expenditures or services actually made or rendered to or for this corporation; and neither the whole nor any part or portion of the assets or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such person; provided, further, that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of section 501 (c)(3) of the Code.

5. In the event of termination, dissolution or winding up of this corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to (and only to) one or more organizations described in section 501 (c)(3) of the Code.

6. The powers and purposes of this corporation shall at all times be so construed and limited as to enable this corporation to qualify as a religious, social and benevolent corporation under sections 30-1101 to section 30-1110 of the Idaho Code.

ARTICLE III.

The location of the principal office of this corporation is the City of Boise, 1211 No. Wilson Street, County of Ada, State of Idaho.

ARTICLE IV.

The names and addresses of the persons who are to be the

initial directors of the corporation are as follows:

Gayle B. Allen	3414 Americana Terrace	Boise, Idaho
John S. Chapman	1211 N. Wilson	Boise, Idaho
George Wilhelm	6001 Lubkin	Boise, Idaho
Byron Johnson	1911 Mtn. View Dr.	Boise, Idaho
Dr. Boyd Martin	1314 Walenta	Moscow, Idaho

Said directors listed above were duly elected according to Idaho Statute §30-1102 by a majority of the members of said corporation on September 11, 1964 at 9:00 o'clock a.m. at 311 First Security Building, Boise, Idaho. A notice of said meeting was duly published for two consecutive weeks, the first publication being on the 3rd day of September, 1964 and the last publication being on the 10th day of September, 1964 in the Idaho Observer, a newspaper in Boise, Idaho, as well as being posted at a conspicuous place on said First Security Building. Verifications of said publication and of said meeting and election are attached hereto and specifically made a part hereof.

ARTICLE V.

The term of this corporation is perpetual.

ARTICLE VI.

The affairs of this corporation shall be managed by the directors to be elected by the members as provided in the By-Laws, but in no case shall a member of the directors be less than three or more than fifteen. Such directors shall hold their offices for one year or such other period as the By-Laws shall determine until their successors are elected and qualified.

We, the incorporators, sign our names this 26th day of September, 1964.

Byron Johnson
Gayle B. Allen
Boyd A. Martin
George W. Wilhelm
John S. Chapman

State of Idaho)
County of Ada) ss.

On this 26th day of September in the year 1964, before me JOHN S. CHAPMAN, a Notary Public in and for said State, personally appeared Gayle B. Allen, ~~John S. Chapman~~, George Wilhelm, Byron Johnson and Dr. Boyd Martin, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

John S. Chapman
Notary Public for State of Idaho
Residence:

State of Idaho)
County of Ada) ss.

On this 1st day of October in the year 1964, before me Jean Wasserman, a Notary Public in and for said State, personally appeared John S. Chapman, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

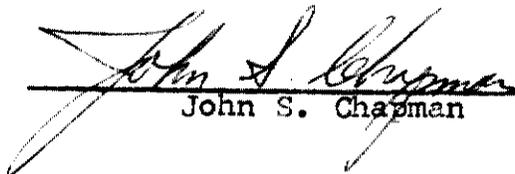
Jean Wasserman
Notary Public for Idaho
Residence: Boise, Idaho

AFFIDAVIT

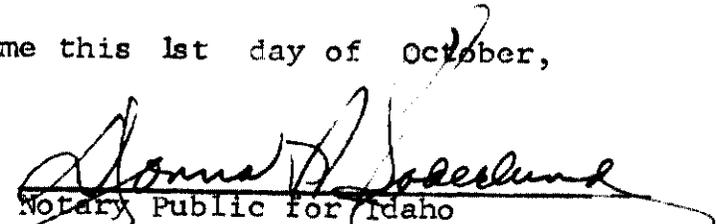
State of Idaho)
County of Ada) ss.

JOHN S. CHAPMAN, first being duly sworn on oath, deposes and says:
THAT he is Chairman of the Idaho Partners of the Alliance, Inc.
THAT on or about September 11, 1964 at 9:00 o'clock a.m. at
311 First Security Building, Boise, Idaho, an election by the majority
of the members of the Idaho Partners of the Alliance, Inc. was held and
they elected the following individuals to be the initial Directors of
said corporation: to-wit

Gayle B. Allen	3414 Americana Terrace	Boise, Idaho
John S. Chapman	1211 N. Wilson	Boise, Idaho
George Wilhelm	6001 Lubkin	Boise, Idaho
Byron Johnson	1911 Mtn. View Dr.	Boise, Idaho
Dr. Boyd Martin	1314 Walenta	Moscow, Idaho


John S. Chapman

SUBSCRIBED AND SWORN to before me this 1st day of October,
1964.


Notary Public for Idaho
Residence: Boise, Idaho

PROOF OF PUBLICATION

County of Ada,
SS.
State of Idaho,

..... Samuel H. DAY, JR., being first duly sworn, on oath
says he is the EDITOR of THE IDAHO OBSERVER, a newspaper
of general circulation, published weekly by the LITERARY ENTERPRISES, INC.,
publishers and printers thereof, at Boise, County of Ada, State of Idaho;

That the annexed notice was published in said newspaper on each and every
week for two consecutive weeks, the first publication being
on the 3rd day of September, 1964, and the last publication
being on the 10th day of September, 1964;

That said newspaper has been published continuously and uninterruptedly
in said county during a period of more than seventy-eight consecutive weeks
prior to the first publication of the attached notice.

Samuel H. Day Jr.
.....
.....

Subscribed and sworn before me this 10th day of Sept
1964.

A. S. [Signature]
.....
Notary Public

(SEAL)
My commission expires 8/30/67

NOTICE IS HEREBY GIVEN That
a meeting will be held for three
months of the IDAHO PARTNERS
OF THE ALLIANCE, a non-profit
association, at 9:00 o'clock A.M.,
Friday, September 11, 1964, at 311
First Security Building, Boise,
Idaho.
Dated this 10th day of August,
1964.
John S. Chapman
Chairman
9/9, 9/10