

10/1/05

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

THE ASPENWOOD 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 THE ASPENWOOD 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: February 18, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Debus*

ARTICLES OF INCORPORATION
OF

RECEIVED
SEC. OF STATE

THE ASPENWOOD FOUNDATION, INC.

The undersigned, acting as an incorporator under the Idaho Nonprofit Corporation Act, hereby adopts and executes the following Articles of Incorporation.

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SEC. OF STATE
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ARTICLE I

Name

The name of this corporation is THE ASPENWOOD FOUNDATION, INC.

ARTICLE II

Non-Profit Corporation

This corporation is a non-profit corporation.

ARTICLE III

Duration

The period of duration of this corporation shall be perpetual.

ARTICLE IV

Purposes

The purposes for which this corporation is organized are:

1. To receive and administer funds for environmental and conservation purposes; and
2. To engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Directors; provided, however, that the purposes for which the corporation is formed shall at all times be consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as hereafter amended (the "Code"), including within such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

ARTICLE V

Powers

This corporation shall have the power to do all lawful acts or things necessary, appropriate, or desirable to carry out and in furtherance of its purposes described in Article IV which are consistent with the Idaho Nonprofit Corporation Act and Section 501(c)(3) of the Code.

ARTICLE VI

Influence Legislation

No substantial part of the activities of this corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements with respect to) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VII

Registered Office - Registered Agent

The address of the initial registered office of this corporation is 1625 Hawkins Road, Sagle, Idaho, 83860, and the name of its initial registered agent at such address is Dennis C. Pence.

ARTICLE VIII

Board of Directors

The management of this corporation shall be vested in a Board of Directors. The number of directors, and the method of selecting directors, shall be fixed by the Bylaws of this corporation; provided, that the initial directors shall be two (2) in number and their names and addresses are:

<i>Name</i>	<i>Address</i>
Dennis C. Pence	1625 Hawkins Road Sagle, Idaho 83860
Elizabeth Ann Pence	1625 Hawkins Road Sagle, Idaho 83860

The initial directors shall serve until the first organizational meeting of the Board of Directors and until their successors are appointed and qualified.

ARTICLE IX

Limitations

This corporation shall have no capital stock and no part of the net earnings of this corporation shall inure in whole or in part to the benefit of, or be distributable to, any officer, director, or other individual having a personal or private interest in the activities of the corporation, or to any person or organization other than an organization which is exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Code, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimburse-

ment for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article IV.

ARTICLE X

Transactions Involving Directors

1. No contracts or other transactions between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any director of this corporation is pecuniarily or otherwise interested in, or is a trustee, director, or officer of, such other corporation.

2. Any director, individually, or any firm of which any trustee may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the corporation; provided, that the fact that such director or such firm is so interested shall be disclosed to or shall have been known by the Board of Directors or a majority thereof.

ARTICLE XI

Distributions upon Dissolution

Upon any dissolution of this corporation under provisions of the laws of the State of Idaho for nonprofit corporations, all of its assets remaining after payment of creditors shall be distributed to one or more organizations selected by the Board of Directors which are qualified as exempt from taxation under the provisions of Sections 501(a) and 501(c)(3) of the Code, or any successor statutes, and which further the purposes set forth in Article IV. In no event shall any of the corporation's assets be distributed to the officers, directors, or members of the corporation.

ARTICLE XII

Private Foundation

If this corporation becomes a private foundation within the meaning of Section 509 of the Code, as long as its private foundation status continues, the following provisions shall apply in the management of its affairs:

1. Each year the corporation shall distribute the income of the corporation, for the purposes specified in Article III, at such time and in amounts at least sufficient to avoid liability for the tax imposed by Section 4942 of the Code;

2. The corporation shall not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Code) which would give rise to any liability for the tax imposed by Section 4941(a) of the Code;

3. The corporation shall not sell, exchange, distribute, or otherwise dispose of any "excess business holdings" (as defined in Section 4943(c) of the Code) which would give rise to any liability for the tax imposed by Section 4943(a) of the Code;

4. The corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes (within the meaning of Section 4944 of the Code) and which would, therefore, give rise to any liability for the tax imposed by Section 4945(a) of the Code.

5. The corporation shall not make any "taxable expenditures" (as defined in Section 4945(d) of the Code) which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.

ARTICLE XIII

Amendments

This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner provided by applicable law.

ARTICLE XIV

Members

The membership of this corporation shall consist of the members of the Board of Directors and such other individuals as the Board of Directors may from time to time elect and in such number as it shall determine.

ARTICLE XV

Incorporator

The name and address of the incorporator are:

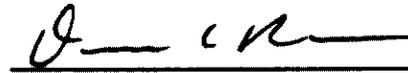
Name

Address

Dennis C. Pence

1625 Hawkins Road
Sagle, Idaho 83860

DATED: Feb 7, 1993



Incorporator