



CERTIFICATE OF INCORPORATION
OF

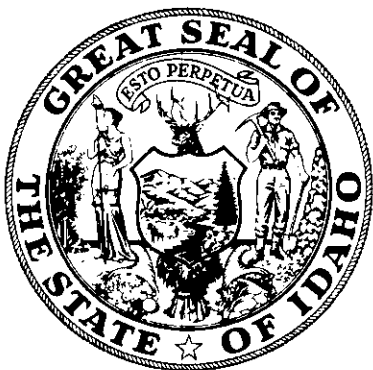
THE HERITAGE FOUNDATION, A NONPROFIT CORPORATION

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 HERITAGE FOUNDATION, A NONPROFIT CORPORATION

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 21, 19 85.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

THE HERITAGE FOUNDATION,

a Nonprofit Corporation

I, the undersigned acting as the incorporator of a nonprofit corporation under the Idaho Nonprofit Corporation Act, Idaho Code Section 30-301, et seq., adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is THE HERITAGE FOUNDATION, a Nonprofit Corporation.

ARTICLE II

Nonprofit Corporation

The corporation is a nonprofit corporation as defined in the Idaho Nonprofit Corporation Act.

ARTICLE III

Duration

The period of duration of the corporation shall be perpetual.

ARTICLE IV

Purposes

The corporation is formed for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as presently in force and effect and time to time amended, to take such actions as may be desirable to: create a location in which to house and display private art collections and memorabilia of Idaho residents; create a showcase for displaying the work of Idaho artists; sponsor performances of classical, popular and folk music by Idaho musicians in general; become a center for writers, poets, naturalists, for lectures and seminars pertaining to life in the Wood River Valley; dedicate a garden area created by local gardeners and open to the public during the appropriate seasons; and promote coordination and cooperation with other local organizations of the arts and

humanities and furnish them with a location in lower Blaine County; all for no pecuniary gain or profit, and shall lawfully do any and all things necessary, suitable and proper for the accomplishment of these purposes.

ARTICLE V

Members

The corporation shall have members and its affairs shall be directed and managed by its Board of Directors.

ARTICLE VI

Registered Office and Agent

The location and post office address of the registered office of the corporation shall be 715 Third Avenue South and Post Office Box 1253, Hailey, Idaho 83333, respectively. The name of the registered agent at such street address is Sonja Tarnay.

ARTICLE VII

Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be no less than three (3) and no more than five (5). A change in the number of directors may be made by amending the By-Laws of the corporation.

The names of the directors constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Sonja Tarnay	Post Office Box 1252 Hailey, Idaho 83333
Amy Walker	Post Office Box 69 Bliss, Idaho 83314
James E. West	Post Office Box 360 Bellevue, Idaho 83313

ARTICLE VIII

Incorporator

The name and post office address of the Incorporator is Sonja Tarnay, Post Office Box 1252, Hailey, Idaho 83333.

ARTICLE IX

Exempt Status

The corporation is constituted so as to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the community in which it operates, has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the corporation is distributable to, or inures to the benefit of, its directors or officers.

Upon dissolution, the corporation's assets, after payment of all debts and obligations, shall be distributed for one or more exempt purposes under Section 501(c)(3) of the Internal Revenue Code of 1954 as it may be amended from time to time, or to the federal government, or to a state or local government, for a public purpose, or will be distributed by a court to another organization to be used in such manner as in the judgment of the court will best accomplish the general purposes for which the dissolved organization was organized. No director or officer shall be entitled to any distribution or division of any asset on dissolution.

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

Notwithstanding any other provision of these Articles of Incorporation, 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 1954 or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as such provisions are presently in force and effect, or as they may be amended from time to time.

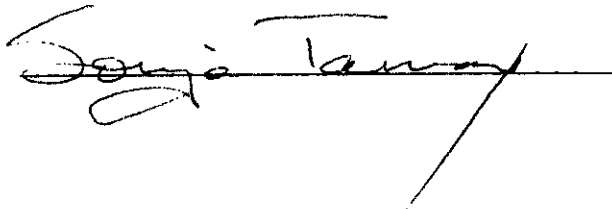
ARTICLE X

Powers

Subject to the purposes declared herein, this corporation shall have the power to do any and all things which a nonprofit corporation may do under the laws of the State of Idaho. However, notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1954 under which the corporation chooses to qualify for exemption, as the same is now in force and effect, or as it may be amended from time to time. To these ends, the corporation may take and hold

by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value, may sell, convey or otherwise dispose of any such property and may invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the interests of this corporation.

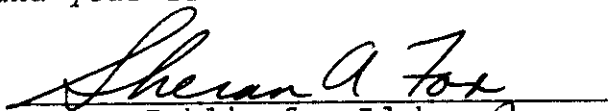
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17 day of October, 1985.



STATE OF IDAHO)
) ss.
County of Blaine)

On this 17th day of October, 1985, before me, the undersigned notary public in and for said state, personally appeared Sonja Tarnay known to me to be the person whose name is subscribed to the foregoing 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 first above written.



Notary Public for Idaho
Residing at: Ketchum, Idaho

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