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SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF**

**LEMHI'S AFTER SCHOOL PROMISE, INC.**

The undersigned, acting as incorporators of a nonprofit corporation (the "Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act") adopts the following Articles of Incorporation for the Corporation.

**ARTICLE 1. NAME.**

The name of the Corporation is: LEMHI'S AFTER SCHOOL PROMISE, Inc, which name the Board of Directors amended from the prior name LEMHI'S PROMISE AFTER SCHOOL.

**ARTICLE 2. TYPE OF NONPROFIT CORPORATION.**

The Corporation is a public benefit corporation.

**ARTICLE 3. PURPOSE.**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws.

**ARTICLE 4. 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 these Articles of Incorporation. Notwithstanding

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any other provision of these articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws, and (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, except as may be permitted under Section 501(h) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

#### **ARTICLE 5. INITIAL MEMBERS OF THE BOARD OF DIRECTORS.**

The affairs of the Corporation shall be managed by its Board of Directors in accordance with the Corporation's Bylaws, as may be amended from time to time. The names and addresses of the persons constituting the initial members of the Corporation's Board of Directors are:

Denise Bender  
Mike Crosby  
Paul Bruce Withers  
Howard Carroll  
Angie Miller

1301 Main St #6  
Salmon ID 83467

#### **ARTICLE 6. NO MEMBERS.**

The Corporation will not have members.



#### **ARTICLE 7. REGISTERED OFFICE AND AGENT.**

The location of this Corporation is in the City of Salmon, County of Lemhi, State of Idaho. The address of the initial registered office is 1301 Main Street, Suite 6, Salmon, Idaho 83467 and the name of the initial registered agent at this address is Paul Bruce Withers.

#### **ARTICLE 8. INCORPORATORS.**

The Corporation's Incorporators are Paul Bruce Withers, whose street address is 1301 Main Street, Suite 6, Salmon, Idaho 83467, and Denise Bender, whose street address is 901 Main Street, Salmon, Idaho 83467.

#### **ARTICLE 9. DISTRIBUTION ON DISSOLUTION.**

Upon dissolution or final liquidation, after payment or provision for payment of all of the liabilities of the corporation, the remaining assets of the corporation shall be distributed to such other organizations that are described in Sections 170(b)(1)(A) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws, 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 organizations, as such court shall determine to be consistent with the purposes of the Corporation.

#### **ARTICLE 9. LIMITATION ON LIABILITY.**

No director of the Corporation shall be personally liable to the Corporation or for monetary damages for conduct as a director, provided that this Article shall not eliminate the liability of a director for any act or omission for which such elimination of



liability is not permitted under the Act. No amendment to the Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective date of the amendment.

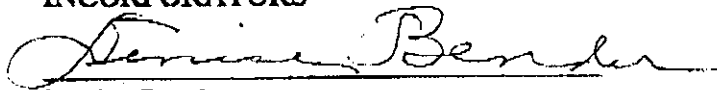
#### ARTICLE 10. INDEMNIFICATION.


No director or uncompensated officer shall have any personal liability to the corporation for monetary damages for conduct as a director or officer, provided that this provision shall not be deemed to eliminate or limit the liability of a director or officer for:

- (a) Any breach of the director's or officer's duty of loyalty to the corporation;
- (b) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) Any unlawful distribution;
- (d) Any transaction from which the director or officer derived an improper personal benefit; or
- (e) Any act or omission in violation of the Act, or the corresponding provisions of any future Idaho nonprofit corporation law.

DATED: July 23, 2003.

INCORPORATORS

  
Denise Bender

  
Paul Bruce Withers

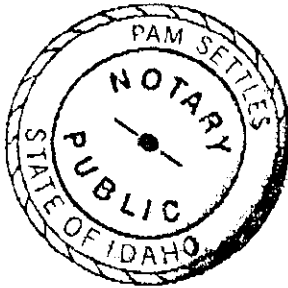


STATE OF IDAHO )

) ss.

County of Lemhi )

I, Pam Settles, a Notary Public, do hereby certify that on this 27th day of July, 2003, personally appeared before me Paul Bruce Withers and Denise Bender who being first duly sworn, declared that they were the persons who signed the foregoing document on behalf of said corporation, as incorporators, and that the statements therein contained are true.



Pam Settles  
NOTARY PUBLIC FOR IDAHO

Residing at Salmon, Idaho

My Commission Expires: 5/10/09