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ARTICLES OF INCORPORATION

OF

IDAHO HIGH SCHOOL HALL OF FAME FOUNDATION, INC.

SECRETARY OF STATE
STATE OF IDAHO

DEPARTMENT OF COMMERCE

07/02/1998 09:10 AM
CLERK OF COURT
10 21.00 - 21.00 DE 1998

C124700

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

ARTICLE I. NAME

The name of the Corporation is Idaho High School Hall of Fame Foundation, Inc.

ARTICLE II. NONPROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is in the City of Boise, County of Ada, State of Idaho. The address of the initial registered office is 7283 Modoc, Boise, Idaho, 83709, and the name of the initial registered agent at this address is William H. Page.

ARTICLE V. PURPOSES

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

A. To recognize Idaho high school student athletes who, through extreme dedication and effort, have risen to the highest levels of excellence.

B. To recognize Idaho teachers, coaches and other who, through caring and dedication, have proven to be instrumental in guiding the hearts and minds of Idaho's youth toward excellence, happiness and success.

C. To bring hall of fame inductees and Idaho business leaders together with at-risk youth of Idaho to provide positive role models to assist the youth with recognizing their self worth and help guide them down the road to happiness and success.

D. To provide, with the assistance of a broad range of corporate and individual donations, scholarship assistance to Idaho youth in need who, through dedication and effort, have excelled on the playing field and in the classroom.

E. 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 organizations under such Section 501(c)(3).

F. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to 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 VI. 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 V hereof. No substantial part of the activities of the Corporation shall be 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 provision 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 VII. NO MEMBERS

The Corporation shall not have any members.

ARTICLE VIII. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and addresses of the persons who are to act as the initial Board of Directors are:

NAME

ADDRESS

William H. Page

7283 Modoc
Boise, ID 83709

Ray Fish

1077 N. Allumbaugh, #102
Boise, ID 83704

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 the 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 such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XI. INCORPORATOR

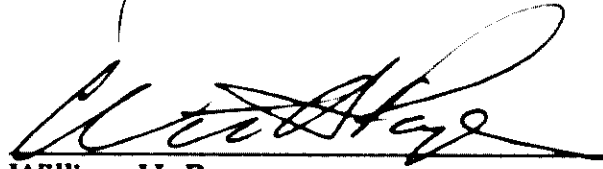
The name and street address of the incorporator is 7283 Modoc, Boise, Idaho, 83709.

ARTICLE XII. BYLAWS

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

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 19th day of May, 1998.



William H. Page

"INCORPORATOR"

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