

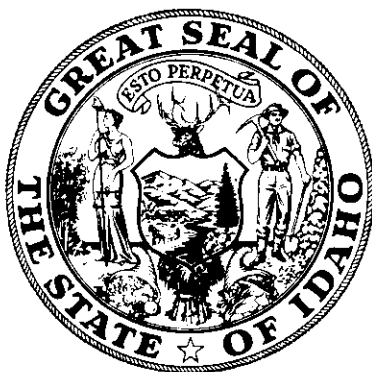
CERTIFICATE OF INCORPORATION
OF

LEWIS-CLARK STATE COLLEGE EDUCATIONAL ASSISTANCE AND DEVELOPMENT FOUNDATION

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 LEWIS-CLARK STATE COLLEGE EDUCATIONAL ASSISTANCE AND DEVELOPMENT FOUNDATION, 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 April 4, 19 84



SECRETARY OF STATE

Corporation Clerk

LEWIS-CLARK STATE COLLEGE
EDUCATIONAL ASSISTANCE AND DEVELOPMENT FOUNDATION
ARTICLES OF INCORPORATION

APRIL 1984

LEWIS-CLARK STATE COLLEGE
EDUCATIONAL ASSISTANCE AND DEVELOPMENT FOUNDATION
ARTICLES OF INCORPORATION

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LEWIS-CLARK STATE COLLEGE
EDUCATIONAL ASSISTANCE AND DEVELOPMENT FOUNDATION, Inc.
ARTICLES OF INCORPORATION

ROBERT P. BROWN, Esquire, being over the age of twenty-one (21) years, for the purpose of forming a corporation under the provisions of the Idaho Nonprofit Corporation Act, Title 30, Chapter 3 of the Idaho Code, hereby adopts these articles of incorporation:

ARTICLE I
Preliminary Matters

- 1.01 Name. The name of this corporation is LEWIS-CLARK STATE COLLEGE EDUCATIONAL ASSISTANCE AND DEVELOPMENT FOUNDATION, Inc.
- 1.02 Nonprofit status. This corporation is a nonprofit corporation.
- 1.03 Duration. The duration of this corporation shall be perpetual.

ARTICLE II
Purposes

- 2.01 Charitable scope of purposes. This corporation is organized and shall be operated exclusively for charitable, scientific, literary, or educational purposes, within the meaning of §501(c)(3) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal tax laws (hereinafter called Internal Revenue Code"), and Treasury Regulations issued thereunder. This corporation shall serve the public interest, and no part of its assets or the income therefrom shall inure to the benefit of any private individual, except for payment of reasonable compensation for services rendered to the corporation. No substantial part of the activities of this corporation shall directly or indirectly consist of attempting to influence legislation by propaganda or otherwise, and the corporation shall not directly or indirectly 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. Notwithstanding any other provision of these articles of incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an exempt organization described in §501(c)(3) of the Internal Revenue Code, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code.

- 2.02 Higher education. In further limitation of the general charitable purposes set forth above, this corporation is organized and shall be operated for the purpose of advancing the goals of higher education. The goals of higher education shall be broadly construed to encompass the charitable, scientific, literary, artistic, educational, social and athletic objectives normally associated with nonsectarian institutions of higher education.
- 2.03 Lewis-Clark State College. The purposes of this corporation shall be accomplished primarily by encouraging, promoting, supporting, performing and carrying out the functions, programs, operations and purposes of Lewis-Clark State College, an institution of higher education and an agency of the State of Idaho with its principal campus located in Lewiston, Idaho, so long as it is an institution of higher education and an agency of the State of Idaho or an organization described in §501(c)(3) of the Internal Revenue Code, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code. By way of illustration and not limitation, it shall be within the purposes of this corporation to:
- a. Funds. Coordinate fund raising activities on behalf of Lewis-Clark State College and receive, hold, invest and administer donations of every kind on its behalf.
 - b. Programs. Promote, support, develop, perform, carry out and extend the educational undertakings of Lewis-Clark State College, and in furtherance thereof, to support and conduct any and all charitable, scientific, literary, artistic, educational, social and athletic activities relating thereto.
 - c. Facilities. Support, conduct and operate such activities as may be designed or intended to facilitate or enhance the educational, cultural, living and operational conditions at Lewis-Clark State College; to provide support for, maintain, enlarge, and extend the curricula, services, faculty, staff, and real or personal properties of Lewis-Clark State College.
 - d. Financial assistance. To provide financial or other assistance to the students, faculty and staff of Lewis-Clark State College in their efforts to acquire new knowledge and to extend the educational endeavors of Lewis-Clark State College.
 - e. Cooperation. Promote cooperation, coordination with, and assistance to other charities in the area of Lewiston, Idaho, particularly schools and hospitals.

ARTICLE III
Powers

- 3.01 Statutory powers. This corporation shall have all rights and powers now given to nonprofit corporations generally under the laws of the State of Idaho, including those powers now set forth in §30-307 of the Idaho Code, and all further and broader rights and powers which may in the future be given to nonprofit corporations generally under any subsequent laws of this state. No subsequent repeal or amendment of any such laws shall diminish or restrict this corporation's rights and powers.
- 3.02 Activities. In addition to raising funds and making grants, the corporation may, itself, actively conduct programs designed to accomplish the purposes set forth in Article II, above. Such activities may be engaged in for or on behalf of Lewis-Clark State College in order to assist it in performing its functions or carrying out its purposes.
- 3.03 Limitations. No power or authority shall be exercised by this corporation in any manner or for any purpose which is not permitted for an exempt organization described in §501(c)(3) of the Internal Revenue Code, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code.

ARTICLE IV
Members

- 4.01 Management authority. The management of the affairs of this corporation shall be vested in its members pursuant to Section 30-314(c) of the Idaho Code.
- 4.02 Apportionment of voting rights among classes. All voting rights shall be exercised by a single class of membership designated "trustee members", with each trustee member entitled to one (1) vote on each matter submitted to a vote at a meeting of such members. The bylaws of the corporation may provide for the designation of any one or more classes of nonvoting members. Except as set forth in these Articles of Incorporation, the designation, number, qualifications, terms of office, manner of selection, time and place of meetings, rights, powers, and duties of the members of each class shall be prescribed in the bylaws of the corporation.
- 4.03 Compensation. No member of the corporation shall receive any compensation for his or her services as a member of the corporation, but the corporation may pay reasonable compensation to any person, including a member of the corporation, for other services actually rendered to the corporation.

- 4.04 Notice of organization meeting. Actual personal notice of the organization meeting of the members of the corporation shall be sufficient notice pursuant to Section 30-324(b) of the Idaho Code.

ARTICLE V
Directors

There shall be no directors of the corporation, the management of the affairs of the corporation being vested in the trustee members pursuant to Section 30-314 of the Idaho Code.

ARTICLE VI
Principal Organizer

- 6.01 Name. The name of the principal organizer of this corporation is LEE A. VICKERS, who is over the age of twenty-one (21) years.
- 6.02 Address. The street address of the principal organizer is Office of the President, 8th Avenue and 6th Street, Lewiston, Idaho 83501.

ARTICLE VII
Registered Office and Registered Agent

- 7.01 Registered office. The street address of the initial registered office of this corporation is Office of the President, Lewis-Clark State College, 8th Avenue and 6th Street, Lewiston, Idaho 83501.
- 7.02 Registered agent. The name of the initial registered agent at such street address is LEE A. VICKERS.

ARTICLE VIII
Amendment of Articles

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these articles of incorporation in any manner now or hereafter prescribed or permitted by statute.

ARTICLE IX
Dissolution

In the event of termination, dissolution or liquidation of this corporation, the net assets remaining after payment of all debts and obligations of the corporation shall be transferred and conveyed exclusively to Lewis-Clark State College or its successors-in-interest; provided, however, that if at such time Lewis-Clark State College or its successor-in-interest is not an agency of the State of Idaho or an exempt organization described in §501(c)(3) of the Internal Revenue Code, or has substantially failed or abandoned its operations or been dissolved, then the

remaining assets of this corporation shall be distributed to such other agencies of the State of Idaho and exempt organizations described in §501(c)(3) of the Internal Revenue Code involved in higher education as the board of directors may direct.

ARTICLE X
Incorporator

10.01 Name. The name of the incorporator of this corporation is ROBERT P. BROWN, Esquire, who is over the age of twenty-one (21) years.

10.02 Address. The street address of the incorporator is 13th and Idaho Streets, Lewiston, Idaho 83501.

IN WITNESS WHEREOF, the incorporator has signed these Articles of Incorporation in duplicate this 2nd day of April, 1984.

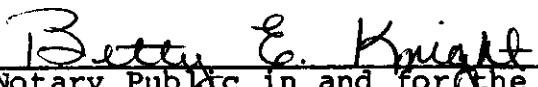

ROBERT P. BROWN, Incorporator (SEAL)

STATE OF I D A H O)
 : ss.
County of NEZ PERCE)

On this 2nd day of April, 1984, before me the undersigned, a notary public in and for the State of Idaho, personally appeared ROBERT P. BROWN, known to me to be the person whose name is subscribed to the within and 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.

(S E A L)


Notary Public in and for the State of
Idaho, Residing at Lewiston, therein.