

CERTIFICATE OF INCORPORATION
OF

CALDWELL KIWANIS YOUTH FOUNDATION, INC.

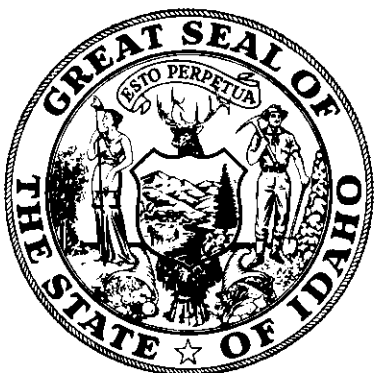
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

CALDWELL KIWANIS YOUTH 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 April 7, 19 86.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

CALDWELL KIWANIS YOUTH FOUNDATION, INC.

RECEIVED
SEC. OF STATE

86 APR 7 AM 9 20

We, the undersigned, desiring to form a nonprofit corporation under the statutes of the State of Idaho, do hereby make, subscribe and acknowledge as follows:

ARTICLE ONE

NAME

The name of the corporation is CALDWELL KIWANIS YOUTH FOUNDATION, INC.

ARTICLE TWO

PURPOSE

The corporation is organized for the purpose of encouraging, promoting, and fostering the health, education, and welfare of young people living in the community of Caldwell, Idaho.

ARTICLE THREE

NONPROFIT PURPOSE

This corporation is organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code. The corporation is formed exclusively for purposes which are not for

profit, and not for pecuniary profit or financial gain. No part of the corporate assets, income or profits shall be distributable to, or inure to the benefit of its officers, directors or members, except to the extent permitted for a nonprofit corporation under the nonprofit corporation laws of the State of Idaho and Section 501(c)(3) of the Internal Revenue Code. The corporation shall not take steps which serve to facilitate the transaction of specific business by its officers, directors, or members; or promote the private interest of any officer, director or member; or engage in any activity which would constitute a regular business of a kind ordinarily carried on for profit.

ARTICLE FOUR

DURATION

The period of the duration of this corporation is perpetual.

ARTICLE FIVE

MEMBERS

There shall be no members. The Kiwanis Club of Caldwell, Inc., Post Office Box 925, Caldwell, Idaho 83606 shall have the authority to elect the directors of the corporation.

ARTICLE SIX

REGISTERED OFFICE

AND AGENT

The post office address of the corporation's registered office is Post Office Box 26, 110 North Ninth Avenue, Caldwell, Idaho 83606. The initial registered agent at such address is David E. Kerrick.

ARTICLE SEVEN

DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is for, and the names and addresses of the persons who are to serve as the initial directors are:

Karl Baughman	2012 East Cherry Caldwell, Idaho 83605
Douglas Henry	3821 South 10th Avenue Caldwell, Idaho 83605
Daniel Buck	901 Main Caldwell, Idaho 83605
David E. Kerrick	P.O. Box 26 Caldwell, Idaho 83606

The number of directors may be changed from time to time by amendment to the corporate By-Laws, except that the number of directors shall be at least three (3).

ARTICLE EIGHT

DISTRIBUTION ON DISSOLUTION

OR LIQUIDATION

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE NINE

AMENDMENTS

These Articles of Incorporation may be amended from time to

time in any manner lawful under the Nonprofit Corporation Act of the State of Idaho.

ARTICLE TEN

INCORPORATORS

The name and street address of each incorporator is:

Karl Baughman	2012 East Cherry Caldwell, Idaho 83605
Douglas Henry	3821 South 10th Avenue Caldwell, Idaho 83605
Daniel Buck	901 Main Caldwell, Idaho 83605
David E. Kerrick	110 North Ninth Avenue Caldwell, Idaho 83605

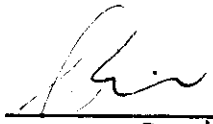
IN WITNESS WHEREOF, We have hereunto set our hands this

1st day of April, 1986.


Karl Baughman


Douglas Henry


Daniel Buck


David E. Kerrick

STATE OF IDAHO)
) ss.
County of Canyon)

I, Mary Gledhill, a Notary Public, do hereby certify that on the 1st day of April, 1986, KARL BAUGHMAN, DOUGLAS HENRY, DANIEL BUCK, and DAVID E. KERRICK appeared before me, and who, being by me first duly sworn, declared that they are the incorporators of CALDWELL KIWANIS YOUTH FOUNDATION, INC., and that they signed the foregoing documents as incorporators of the corporation, and that the statements therein contained are true.

Mary Gledhill
Notary Public for Idaho
Residing at Caldwell
My Commission Expires: 4-2-91