

**CERTIFICATE OF INCORPORATION  
OF**

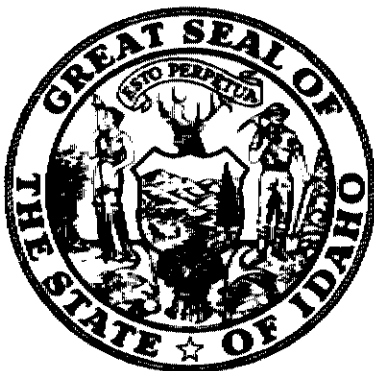
**RIVERRUN ASSOCIATES, INC.**

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 **RIVERRUN  
ASSOCIATES, 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 January 6, 19 88.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF

RIVERRUN ASSOCIATES, INC.

RECEIVED  
SEC. OF STATE

KENNETH M. EYER, M. D., a citizen of the United States and over the age of eighteen (18) years, for the purpose of forming a corporation under the Idaho Non-Profit Corporation Act, hereby certifies and adopts in duplicate the following Articles of Incorporation:

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ARTICLE I. NAME of CORPORATION

The name of the corporation shall be Riverrun Associates, Inc.

ARTICLE II. PURPOSES

The corporation shall be organized and operated exclusively for charitable, religious, educational, literary and scientific purposes.

The specific aim of the corporation is to support the teachings of Stephen R. Schwartz - author, educator and spiritual teacher - as well as other teachings of similar quality and clarity such as those found in A Course In Miracles. These teachings will be promoted through workshops, seminars, and the publication of newsletter, books, video and audio tapes. The corporation is being formed to provide scholarships, tuition, free books and services for the benefit of the general public.

ARTICLE III. PROHIBITIONS

Section 1: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporations shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article II hereof.

Section 2: 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.

Section 3: Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law)

#### ARTICLE IV. MEMBERSHIP

The corporation shall have members. The qualifications and the rights and responsibilities of the members (including classes thereof), and the manner of their admission to membership and termination of membership shall be set forth in the Bylaws of the corporation.

#### ARTICLE V. DURATION AND DISSOLUTION

The duration of the corporation shall be perpetual.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or such organization or organizations organized and operated exclusively for charitable, educational, literary or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE VI. BOARD OF DIRECTORS

The affairs of the corporation shall be managed by the Board of Directors.

The names and addresses of the first directors of the corporation, five (5) in number, who shall serve until their successors are elected, are as follows:

Kenneth M. Eyer, M.D.	3785 Dufort Road Sagle, Id 83860
Sally L. Eyer	3785 Dufort Road Sagle, Id 83860
Stephen R. Schwartz	500 Piermont Ave. Piermont, NY. 10968
Kay N. Mullin, PHD	138 Pacific Ave. Pacific Grove, Ca 93950
Jeff Knaebel	2151 George Road Fairbanks, Ak 99712

ARTICLE VII - REGISTERED OFFICE AND AGENT

The location and post office address of the registered office of the corporation shall be 3785 Dufort Road, Sagle, Idaho, 83860.

The registered agent shall be Kenneth M. Eyer, M.D. and the location of the registered office shall be 3785 Dufort Road, Sagle, Idaho. 83860.

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

Kenneth M. Eyer, M.D.  
3785 Dufort Road  
Sagle, Id 83860

IN WITNESS THEREOF, I, the undersigned incorporator, have hereunto set my hand in duplicate this 4<sup>th</sup> day of January 1988.


  
Kenneth M. Eyer, M.D.

Kenneth M. Eyer, M.D. being first duly sworn, upon oath deposes and states: I am the incorporator of RIVERRUN ASSOCIATES INC, I have read the foregoing Articles of Incorporation, know the contents and believe the same to be true.

  
Kenneth M. Eyer, M.D.

SUBSCRIBED AND SWORN TO before me this 4<sup>th</sup> day of January 1988.

STATE OF IDAHO)  
                  )ss  
BONNER COUNTY )

  
Notary Public in and for the  
State of Idaho, residing in  
Sandpoint.  
MY COMMISSION EXPIRES  
12/12/93