



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

CALLAHAN ZELLER FOUNDATION, INC.

was filed in the office of the Secretary of State on the **23rd** day of **November** A. D. One Thousand Nine Hundred **Seventy-seven** and **will be** / is duly recorded on Film **Microfilm** Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **perpetual existence** from the date hereof, with its registered office in this State located at **Wallace, Idaho** in the County of **Shoshone** and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **23rd** day of **November**,
A.D., 19 **77**

Secretary of State.

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STATEMENT OF
STATE

ARTICLES OF INCORPORATION

OF

CALLAHAN ZELLER FOUNDATION, INC.

The undersigned, each being of full age and a citizen of the United States, desiring to form a corporation not for profit under the laws of the State of Idaho, do hereby certify:

ARTICLE I

The name of the corporation shall be CALLAHAN ZELLER FOUNDATION, INC.

ARTICLE II

The purpose for which the corporation is to be formed shall be:

2.1. To operate primarily in Shoshone County, Idaho, exclusively for religious, charitable, scientific literary, or educational purposes, or for the prevention of cruelty to children or animals, including but not limited to making gifts and contributions to one or more organizations (other than organizations testing for public safety) described in section 501 (c) (3) of the Internal Revenue Code which reads as follows:

"Corporations, and any community chest, fund, or foundation, organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary or educational purposes, or for the prevention of cruelty to children or animals, no part of the net earnings of which inures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office."

2.2. To that end, to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value.

2.3. To sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof, in such manner as, in the judgment of the directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation or By-Laws of the corporation, or any laws applicable thereto.

2.4. To do any other act or thing incidental to or connected with the foregoing purposes or in the advancement thereof, but not for pecuniary profit or financial gain or its directors or officers.

ARTICLE III

In carrying out the above purposes, the following governing provisions shall apply and be complied with:

3.1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes.

3.2. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

3.3. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

3.4. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

3.5. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

3.6. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

3.7. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

3.8. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any

subsequent federal tax laws, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

3.9 The powers and purposes of this corporation shall at all times be so construed and limited as to enable this corporation to qualify as a non profit association organized and existing under Section 30-1101 of the Idaho Code.

ARTICLE IV

The location and post office address of the registered office of the corporation is to be 221 Cedar Street, Wallace, Idaho.

ARTICLE V

The duration of this corporation shall be perpetual.

ARTICLE VI

Upon the dissolution of the corporation, the Board of Directors or Trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively to charitable, religious, educational or scientific organization or organizations which shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws. No member, director, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on its dissolution.

ARTICLE VII

The names and addresses of the persons forming this

corporation and who were elected to serve as initial trustees of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
George W. Zeller	221 Cedar Street Wallace, Idaho 83873
Mary C. Zeller	221 Cedar Street Wallace, Idaho 83873
Charles A. Tilford	West 717 21st Spokane, Washington
A. N. Hulsizer	4 King Street Wallace, Idaho 83873
Alden Hull	P.O. Box 709 Wallace, Idaho 83873

ARTICLE VIII

8.1. The members of this corporation shall consist of not less than three (3) persons whose terms may not be concurrent. Each person who is designated as an incorporator, pursuant to Article VII of these Articles of Incorporation, shall be a member of this corporation for the full term of his natural life, unless he shall sooner resign or be removed as hereinafter provided.

8.2. Any member of this corporation may resign by tendering his resignation to the remaining members, and he may be removed as a member either with or without cause by the vote or written assent of a majority of the remaining members.

8.3 If a vacancy shall occur among the members of this corporation as a result of death, resignation, removal, or otherwise, such vacancy shall be filled by the vote or written assent of a majority of the remaining members, or, in the event of a majority of the remaining members failing to agree upon a person to fill such vacancy, then in the manner provided by the laws of the State of Idaho. A person selected to fill such vacancy shall be a member for the period specified in the resolution or written assent pursuant to which he is selected or until his death, resignation, or removal prior to the expiration of such period.

ARTICLE IX

The affairs of this corporation shall be managed by trustees to be elected by the members as provided in the By-laws, but in no case shall the number of trustees be less than three (3) or more than fifteen (15). Such trustees shall hold their offices for one year, or such other period as the By-Laws shall determine, and until their successors are elected and qualified.

ARTICLE X

The election of the Trustees was held at the home of George Zeller on November 14th, 1977, and notice of such election was given by publication in the North Idaho Press newspaper for two weeks before the election, and by the posting of notice in a conspicuous place on the building where such election was held for the same length of time.

IN WITNESS WHEREOF, the undersigned have subscribed our

names this 14th day of November, 1977.

Mary Zeller
George W. Zeller
Charles A. Telford
A. N. Hulsizer
Alden Hull

STATE OF IDAHO)
)ss.
County of Shoshone)

On this 14th day of November, 1977, before me, the undersigned, personally appeared GEORGE W. ZELLER, MARY C. ZELLER, CHARLES A. TILFORD, A. N. HULSIZER and ALDEN HULL, known to me to be the individuals described in and who executed the within and foregoing instrument, and acknowledged to me that they signed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned.

WITNESS my hand and official seal on the 14th day of November, 1977.

Dee A. Steel
Notary Public in and for the State of
Idaho, Residing at: Wallace
Idaho.

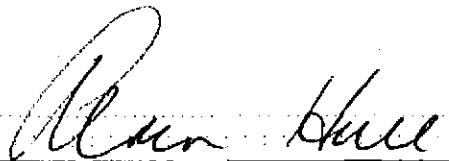
STATE OF IDAHO)
)ss.
County of Shoshone)

The undersigned being first duly sworn, on oath, deposes and says:

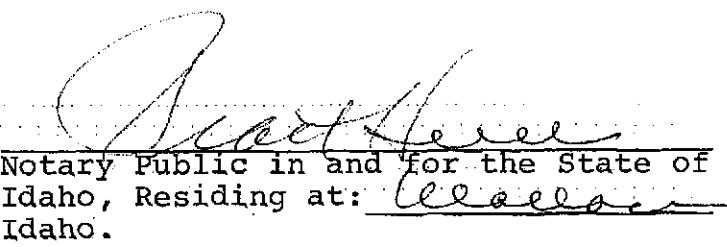
That he presided at the meeting held at Wallace, Idaho, on the 14th day of November, 1977, at which all of the members of the corporation were present, and that at said meeting

those named in Article VII of the foregoing ARTICLES OF INCORPORATION were unanimously elected to serve as Trustees of the corporation.

That the notice of the meeting to elect the said Trustees was given by publication and posting as described in Article X of said Articles.



Subscribed and sworn to before me this 14th day of November, 1977.



Notary Public in and for the State of Idaho, Residing at: Boise Idaho.