

State of Idaho

Department of State

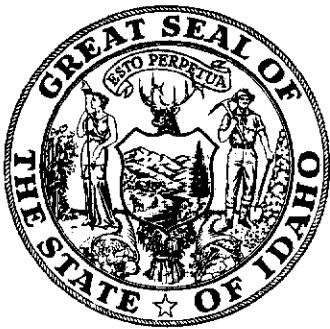
CERTIFICATE OF INCORPORATION OF

KETCHUM/SUN VALLEY ROTARY CLUB CHARITABLE FOUNDATION, INC.
File number C 112974

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 KETCHUM/SUN VALLEY ROTARY CLUB CHARITABLE 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: December 14, 1995



Pete T. Cenarrusa
SECRETARY OF STATE
By *Wra Sible*

DEC 14 8 44 AM '95

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

KETCHUM/SUN VALLEY ROTARY CLUB CHARITABLE FOUNDATION, INC.

We, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a non-profit corporation for the purposes hereinafter stated and pursuant to the provisions of Section 30-301 through 30-332 of the Idaho Code, and all acts amendatory thereto and supplemental thereof, do hereby certify as follows:

1. The name of the corporation shall be KETCHUM/SUN VALLEY ROTARY CLUB CHARITABLE FOUNDATION, INC.

2. The period of duration for the corporation shall be perpetual.

3. The place and the state where the principal office of the corporation is to be located are the City of Ketchum, Blaine County, Idaho.

4. This corporation is a non-profit corporation.

5. The purpose of the corporation shall be charitable and benevolent and to encourage, promote and extend the objects of Rotary International, a non-profit organization. This corporation shall collect, manage and invest money to be used to develop Paul Harris Fellows and otherwise further the purposes of Rotary International. This corporation is organized exclusively for charitable, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

6. The corporation is to have no members.

7. The management of the corporation's affairs shall be vested solely in its Board of Directors.

8. The name and address of the initial registered agent is:

W. Stephen Kaufmann
128 Saddle Road, Suite 200
Ketchum, Idaho 83340

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9. No part of the net earnings of the corporation shall inure to the benefit or be distributable to its officers, trustees, directors 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 5. 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 or in opposition to 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 (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

10. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose.

11. The name and street address of each incorporator are:

John B. Barlow 171 West 6th Street Ketchum, Idaho 83340	Ford Scott Rollo 500 S. Main Ketchum, Idaho 83340
Robert L. Stone 749 Paintbrush Lane Ketchum, Idaho 83340	W. Stephen Kaufmann 128 Saddle Road, Suite 200 Ketchum, Idaho 83340

12. Each year the Board of Directors shall consist of the president, the president elect, the secretary, and the treasurer of the Ketchum/Sun Valley Rotary Club, Inc., an Idaho non-profit corporation, and one member at large to be elected by the members of the Board of Directors of the Ketchum/Sun Valley Rotary Club, Inc. No person shall serve on the Board of Directors for more than three (3) consecutive years.

13. The names and addresses of the persons who are the initial members of the Board of Directors of the corporation are as follows:

John B. Barlow 171 West 6th Street Ketchum, Idaho 83340	Ford Scott Rollo 500 S. Main Ketchum, Idaho 83340
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Robert L. Stone
749 Paintbrush Lane
Ketchum, Idaho 83340

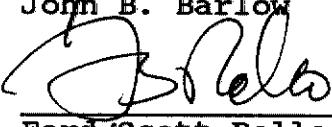
W. Stephen Kaufmann
128 Saddle Road, Suite 200
Ketchum, Idaho 83340

14. Insofar as the provisions of the law of the State of Idaho under which this corporation is incorporated shall permit, this corporation shall be subject to the jurisdiction of Rotary International.

15. This corporation shall have the authority to adopt such bylaws as may be consistent with the purposes enumerated herein and consistent with the law of the State of Idaho under which this corporation is incorporated.

IN WITNESS WHEREOF, the undersigned incorporators have executed the foregoing Articles of Incorporation on November 1, 1995.


John B. Barlow


Ford/Scott Rollo


Robert L. Stone


W. Stephen Kaufmann