

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

O.T.C.C. SCHOLARSHIP FOUNDATION INC.

File number C 107768

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 O.T.C.C. SCHOLARSHIP 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: September 23, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

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SEC. OF STATE

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ARTICLES OF INCORPORATION
OF
O.T.C.C.
SCHOLARSHIP FOUNDATION INC.

IDaho SECRETARY OF STATE
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CK #: 2011 CUST# 25195
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The undersigned, acting as an incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation is O.T.C.C. SCHOLARSHIP FOUNDATION INC.

ARTICLE II.

This foundation is a nonprofit corporation.

ARTICLE III.

The period of its duration is perpetual.

ARTICLE IV.

Section 1: Purposes. The purposes for which this corporation is formed are, in general, to promote, sponsor and carry out educational and charitable purposes and objectives including, but not limited to, the granting of scholarships, grants in aid, and loans to worthy students seeking to further their education; and it may, but not in limitation of the foregoing, receive, hold, own, manage, use, purchase, mortgage and dispose of property of all kinds, real, personal, and intangible, whether held absolutely or in trust, or by way of agency or otherwise, as may be determined by the board of directors of the corporation.

Section 2: Powers. This corporation shall have and exercise all rights, powers, privileges and immunities provided by the Idaho Nonprofit Corporation Act, Idaho Code Section 30-301 et seq., as amended.

Section 3: Exempt Status. This corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the corporation is distributable to, or inures to the benefit of its directors or officers except as permitted under the Idaho Nonprofit Corporation Act. 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, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, 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 1986, or the corresponding provisions of any future United States Internal Revenue law.

The corporation shall comply with all provisions of Sections 4941, Prohibiting Self-Dealing; 4942, Requiring Distributions of Income; 4943, Prohibiting Excess Business Holdings; 4944, Prohibiting Investments Which Jeopardize Charitable Purposes; and 4945, Prohibiting Taxable Expenditures, of the Internal Revenue Code of

1986, or the corresponding provision of any future United States Internal Revenue law.

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 section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V.

The corporation shall have two classes of members. Said classes of members are as follows:

Class 1 - Lifetime member: There shall be four (4) lifetime members of the corporation. Upon the death, resignation, or incapacity of any lifetime member, the remaining lifetime members shall elect that member's replacement, said election to be by majority vote. The names and addresses of the initial lifetime members are as follows:

Frank Chadwick	390 S. 2nd W. P.O. Box 725 Soda Springs, ID 83276
Robert Nelson	2916 Wood Canyon Road Soda Springs, ID 83276
Bill Harris	110 E 4th S. Soda Springs, ID 83276

Clyde G. Nelson

1766 Cedar View Road
Soda Springs, ID 83276

Class 2 member: Class 2 members shall be 3 in number, and shall be elected to their position by a majority vote of the Class 1-Lifetime members. The initial Class 2 members shall be as follows;

Keith Powell

Mary Obray

Max Hemmert

Each of the Class 1 - Lifetime members shall have two votes when voting on any question presented to the membership. The Class 2 members shall each have one vote when voting on any such questions presented to the membership.

ARTICLE VI

The management of the affairs of the corporation is vested in the board of directors. The authority of the board of directors shall be as prescribed by these Articles of Incorporation and the bylaws of the corporation. The street address of the corporation's initial registered office is: 88 West, 2nd South; P.O. Box 486; Soda Springs, ID 83276 The name of the initial registered agent at said address is Frank Chadwick.

ARTICLE VII.

DIRECTORS

Section 1: Number. The number of directors of such corporation constituting the initial board of directors shall be seven (7), which number may be increased or may be decreased from time to time by a vote of the members of the corporation.

Section 2: Manner of Selection. The manner of selecting members of the board of directors of the corporation and of filling vacancies on said board shall be by election of the members of the corporation.

Section 3: Term. All directors shall serve for a period of one (1) year. All directors shall serve until the expiration of their respective terms and until their respective successors are elected and qualified. Directors may be appointed or elected to successive terms.

Section 4: Vacancies. Vacancies for the unexpired term of any director shall be by appointment of the members of the corporation.

Section 5: Initial Board of Directors. The name and street addresses of the initial board of directors are as follows:

Frank Chadwick	390 South 2nd West P.O. Box 486 Soda Springs, ID 83276
Robert Nelson	2916 Wood Canyon Road Soda Springs, ID 83276
Bill Harris	110 East 4th South Soda Springs, ID 83276
Clyde Nelson	1766 Cedar View Road Soda Springs, ID 83276
Keith Powell	1652 Hilltop Road Soda Springs, ID 83276
Mary Obray	1784 Vista Circle Soda Springs, ID 83276
Max Hemmert	141 Soda Creek Drive Soda Srings, ID 83276

ARTICLE VIII

The name and street address of the incorporator is: Frank H Chadwick, 390 South 2nd West, Soda Springs, ID 83276.

ARTICLE IX

The power to make, alter, amend or repeal bylaws of this corporation shall be vested in its board of directors, and the bylaws may contain any provisions for the regulation and management of the affairs of this corporation not inconsistent with the Articles of Incorporation and the laws of the State of Idaho.

Article X.

The power to amend these Articles of Incorporation is expressly conferred upon the members of the corporation.


DATED: This 21 day of Sept, 1924.


FRANK H CHADWICK

STATE OF IDAHO)
 : ss
COUNTY OF CARIBOU)

On this 21st day of September, 1994, before me, the undersigned Notary Public, personally appeared FRANK H CHADWICK, known to me to be the incorporator of O.T.C.C. SCHOLARSHIP FOUNDATION INC., and acknowledged to me that he signed the foregoing instrument as incorporator of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.



NOTARY PUBLIC FOR IDAHO
Residing at Soda Springs
Comm. Expires 1-8-98

(SEAL)