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Nov 5 4 15 PM '01

SECRETARY OF STATE
STAPLED

**ARTICLES OF INCORPORATION
OF
STRAIGHT TALK: GAMBLING IN IDAHO, INC.**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, being of legal age and citizens of the United States, for the purpose of forming a body corporate in accordance with the provisions of the Idaho Non-Profit Corporation Act, §§30-3-01, et seq., of the Revised Statutes of the State of Idaho, do hereby make, execute, and acknowledge these Articles of Incorporation, in writing as follows:

ARTICLE I

The corporate name of this association shall be Straight Talk: Gambling in Idaho, Inc.

ARTICLE II

This association shall be a non-profit corporation. This organization is not organized for profit, and no part of the net earnings shall inure to the benefit of any private shareholder.

ARTICLE III

The period of duration of this association shall be perpetual.

ARTICLE IV

The purposes for which said association is formed are:

(a) The following list of purposes shall be the sole and only purposes for which said association is formed, and these Articles and the following list of purposes shall comprise the limits on the activities of the association, which said association shall not have the power, authority, or ability to operate outside said purposes. Notwithstanding any other provisions of these Articles, the association shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under §501(c)(3) et seq. of the Internal Revenue Code of 1986, as amended, and in particular the individual code sections hereinafter referenced, if any.

(b) The association is constituted so as to attract substantial support from a representative number of persons and entities in the State and community in which it operates. No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Articles of Incorporation, Straight Talk: Gambling in Idaho, Inc.

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1 (c) The purposes for which the association is to be formed are for purposes within the meaning
2 of §501(c)(3) et seq. of the Internal Revenue Code. To said ends, the association may cooperate
3 with other associations not created for propaganda purposes to advance such purposes as are
4 within the foregoing Code sections, to the extent not in conflict with said Internal Revenue Code
5 sections and attendant law or regulations, including carrying on of nonpartisan legislative activities
6 to further the above goals. The association may do everything necessary, suitable, or proper for
7 the accomplishment, attainment, or furtherance of, or do every other act or thing incidental,
8 appurtenant, growing out of, or connected with, the purposes, objects, or powers set forth in these
9 Articles, whether alone, or in association with others, and shall possess all the rights, powers, and
10 privileges now or hereafter conferred by the laws of Idaho. PROVIDED, HOWEVER, that nothing
11 herein shall be construed as authorizing the association to possess any purpose, object, or power,
12 or to do any act or things:

13 1. forbidden by law to a not-for-profit corporation organized under the laws of the State of
14 Idaho; or,

15 2. which, either expressly or by interpretation or by operation of law, would prevent it from
16 qualifying and continuing to qualify as a Corporation described in §§501(c)(3) et seq. of the
17 Internal Revenue Code of 1986, as amended, nor to engage directly or indirectly in any
18 activity which would cause the loss of such qualification.

19 d. The incorporator of the association, together with such other persons as said incorporator may
20 elect, shall comprise the initial Board of Trustees, which said board, by majority vote, shall
21 administer the above purposes.

22 e. The association may do any and all things necessary and incidental in carrying out the aforesaid
23 objects, or any of them, and exercise the usual powers of corporate bodies.

24 f. The association may sue and be sued, complain and defend in any law or equity.

25 g. The association may have and use a corporate seal, which may be altered at pleasure.

26 h. The association may elect such officers and appoint such agents as the business of the
27 association shall require and allow them suitable compensation.

28 i. The association may make by-laws not inconsistent with the Constitution or laws of the United
29 States and/or of this State, for the management of its property and the regulation and government
30 of its affairs.

31 j. The association may wind up and dissolve itself, or be wound up and dissolved in the manner
32 provided by the statutes of this State. Upon the winding-up and dissolution of this association, after
33 paying or adequately providing for the debts and obligations of the association, the remaining
34 assets shall be distributed to a non-profit fund, foundation or association which has established its
35 tax exempt status under §501(c)(3) et. seq. of the Internal Revenue Code.

36 k. This association is organized exclusively for purposes within the meaning of §501(c) et. seq. of
37 the Internal Revenue Code. Notwithstanding any other provision of these Articles, the association
38 shall not carry on any other activities not permitted to be carried on by an organization exempt from
39 Federal income tax under said section of the Internal Revenue Code.

1 l. The association may accept donations from other persons and/or entities in support of the above
2 purposes.

3 m. The primary purpose of the corporation shall be to educate the general public of the State of
4 Idaho about the facts (especially those established by independent research performed by
5 reputable academic, scientific, or other expert sources, concerning the effects of casino, slot
6 machine, and other types of gambling on communities, social services, crime statistics, local
7 employment, and so forth, in the State of Idaho and to educate the general public of the State of
8 Idaho about the effects of what is commonly known as Indian Gambling on the foregoing and on
9 the economy of the State of Idaho and its communities. The corporation shall educate the general
10 public of the State of Idaho as to the probable effects, based on the said independent research and
11 other credible evidence, of the proposed initiative in the State of Idaho regarding Indian Gambling.
12 The corporation shall also educate the general public of the State of Idaho by publishing
13 appropriate statistics, opinions of experts, and any other such sources of information likely to aid
14 the general public of the State of Idaho in determining the validity of assertions made by
15 proponents and opponents of the said initiative. The corporation shall also publish statistics and
16 other informative information about the history of Indian Gambling and similar gambling in other
17 states in order to inform the general public of the State of Idaho as to the foregoing matters.

18 ARTICLE V

19 At the time of formation, the affairs of the association shall be under the control of Trustees; and
20 those who shall, as Trustees, manage the affairs of the association for the first year, and until their
21 successors are duly elected and qualified, are:

22 Kim C. Aldridge, *Director*
23 1209 North Eighth Street
24 Boise, ID 83702

25 Ranée Flaherty, *Director*
26 %1209 North Eighth Street
27 Boise, ID 83702

28 Richelle Younger, *Director*
29 % 1209 North Eighth Street
30 Boise, ID 83702
31
32

33 At the first annual meeting following the expiration of the one year period for which the Trustees
34 herein designated will serve, and at each annual meeting thereafter, a new Board of Trustees will
35 be elected in accordance with the provisions of the by-laws of the association and the laws of the
36 State of Idaho. The number of Trustees may be modified by amendment of the by-laws of this
37 association.

38 ARTICLE VI

39 This association shall have no capital stock. Membership in the association shall be evidenced by
40 certificates, as further provided in the by-laws of the association.

41 ARTICLE VII

1 Membership in this association shall not be transferable except upon the approval of the Board of
2 Trustees. The above provision shall be recited in all certificates of membership issued.

3 ARTICLE VIII

4 These Articles may be amended as provided for by the Idaho Non-Profit Corporation Act, Idaho
5 Code §§30-3-01, et seq.

6 ARTICLE IX

7 The by-laws of the association for the management of its affairs shall be adopted by the Trustees
8 of said association, and said Trustees will be empowered to amend or repeal said by-laws in
9 accordance with the provisions thereof.

10 ARTICLE X

11 Voting shall be allowed on the basis of one vote per member.

12 ARTICLE XI


13 In the event of the liquidation or dissolution of the association, the assets of the association, after
14 the payment of all debts and obligations shall be donated to another non-profit organization with
15 similar objectives, operating in Idaho, or if none, operating in as close a proximity to Idaho as
16 possible, as more particularly described and limited in Article IV(j) hereof.

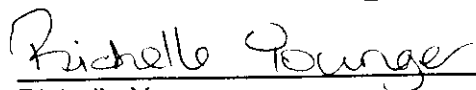
17 ARTICLE XII

18 The initial registered agent for this corporation is Robert L. Aldridge, 1209 North Eighth Street,
19 Boise, Idaho 83702.


20 IN WITNESS WHEREOF, the incorporators do hereby make, sign, and acknowledge these Articles
21 of Incorporation this November 5, 2001.

22 
23 Kim C. Aldridge

24 
25 Ranée Flaherty

26 
27 Richelle Younger

1 THE UNDERSIGNED hereby certifies that the undersigned is an officer and director of Straight
2 Talk: Gambling in Idaho, Inc., and that the above Articles of Incorporation were duly adopted by
3 the Corporation and the Board of Trustees at a meeting thereof, by unanimous consent, on
4 November 5, 2001.

5 
6 Kim C. Aldridge