



Department of State

**CERTIFICATE OF INCORPORATION
OF**

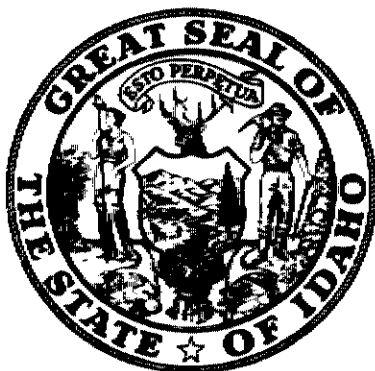
THE COOPER CHARITABLE FOUNDATION, INC.

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 **THE COOPER 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 January 7, 19 88.



Pete T. Cenarrusa
SECRETARY OF STATE

James H. Hartung
Corporation Clerk

ARTICLES OF INCORPORATION

THE COOPER CHARITABLE FOUNDATION, INC.

We, The Incorporators being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under Title 30, Chapter 3 of the Idaho Code do hereby adopt the following Articles of Incorporation:

RECEIVED
SEC. OF STATE

13

ARTICLE I

The name of this Corporation shall be The Cooper Charitable Foundation, Inc.

ARTICLE II

This Corporation is a nonprofit Corporation.

ARTICLE III

The purposes for which the Corporation is organized are:

1. The Corporation is organized for the making of distributions to the Hospice of North Idaho, Kootenai Medical Center Foundation, North Idaho College, and other organizations of a charitable, religious, literary, scientific and education nature that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code.
2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, 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 these Articles of Incorporation.
3. 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.
4. 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, (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or (c) by a nonprofit corporation organized under the laws of the State of Idaho.

ARTICLE IV

The duration of this Corporation shall be perpetual.

ARTICLE V

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assest of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, 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. Any such assets not so disposed of shall be disposed of by the Court in the County in which the principal office of the Corporation is then located, 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

This Corporation shall have members whose manner of selection, qualification, and rights shall be in accordance with its bylaws, and whose members shall have authority to elect Directors. The authority for all affairs of the Corporation shall be in a Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the Corporation as from time to time in effect. The first Board of Directors shall be two (2) in number, and their names and addresses being as follows:

Richard W. Kochansky, 1119 Ironwood Parkway, #300, Cd'A, ID 83814

Randy K. Bates, 1119 Ironwood Parkway, #301, Cd'A, ID 83814

ARTICLE VII

The name and address of the initial registered agent and registered office are:

REGISTERED AGENT Richard W. Kochansky
REGISTERED OFFICE 1119 Ironwood Parkway, #300
Coeur d'Alene, Idaho 83814 Kootenai

ARTICLE VIII

The Officers of this Corporation shall consist of a President, Vice-President, Secretary and Treasurer, and any two of the offices, except those of President and Secretary, may be held by the same person.

ARTICLE IX

Any amendments to these articles of incorporation shall be made in accordance with the provisions of the laws of the State of Idaho.

ARTICLE X

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1954 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Idaho shall be deemed to refer to the laws of the State of Idaho as now in force or hereafter amended.

IN TESTIMONY WHEREOF, we have hereunto set our hands at the place indicated on the 23 th day of September, 1987.


Richard W. Kochansky


Randy K. Bates

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 23 th day of September, 1987, before me a Notary Public within and for said County, personally appeared Richard W. Kochansky and Randy K. Bates, known to me to be the persons described in and who executed the foregoing instrument and acknowledged that they executed the same as their free act and deed.


Notary Public For State of Idaho,
Residing at Coeur d'Alene, Idaho.