

FILED EFFECTIVE

RESTATED ARTICLES OF INCORPORATION

OF

Boyington Memorial Fund,

A Non-Profit Corporation

08 AUG 28 AM 8:16
SECRETARY OF STATE
STATE OF IDAHO

The Board of Directors of BOYINGTON MEMORIAL FUND, a Non-Profit Corporation, in compliance with the requirements of the Idaho Code Section 30-3-94, do hereby set forth as follows:

RECITALS

WHEREAS, on the 2nd day of August, 2007, the incorporator, RICHARD G. LeFRANCIS, caused to be filed with the Idaho Secretary of State, under file number C174399, Articles of Incorporation for BOYINGTON MEMORIAL FUND, a Non-Profit Corporation (hereinafter referred to as "the Corporation"); and

WHEREAS, it has come to the attention of the Board of Directors of the Corporation that the Internal Revenue Service requires specific language in the organizing document of a non-profit corporation to comply with the application requirements for recognition of exemption from federal income tax pursuant to section 501(c)(3) of the Internal Revenue Code, which language was not included in the original Articles of Incorporation; and

WHEREAS, it is the desire of the Board of Directors to restate the Articles of Incorporation to include such language in order to complete the Corporation's application for tax exempt status; and

WHEREAS, this Restatement does not contain an amendment to the Articles requiring approval by the members or any other person other than the Board of Directors who have adopted this Restatement on August 19, 2008 by Resolution.

NOW THEREFORE, the Articles of Incorporation of BOYINGTON MEMORIAL FUND, a Non-Profit Corporation, heretofore filed with the Idaho Secretary of State on August 2, 2007 as file number C174399, are hereby restated in their entirety, and this document will now be the controlling organizational document for BOYINGTON MEMORIAL FUND, a Non-Profit Corporation.

ARTICLE I
NAME

The name of the Corporation shall be: BOYINGTON MEMORIAL FUND, a Non-Profit Corporation.

08/28/2008 05:00
IDAHO SECRETARY OF STATE
CK: 5614 CT: 86453 BH: 1133446
1 8 30.00 = 30.00 AMEND PROF # 2
1 8 20.00 = 20.00 NON EXPEDI # 3

1. RESTATED ARTICLES OF INCORPORATION

C174399

ARTICLE II **ADDRESS**

The mailing address of the Corporation shall be: 810 W. Parkhurst Court, Coeur d'Alene, Idaho, 83815.

ARTICLE III **PURPOSE**

The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code, more specifically, to establish a memorial for "Pappy" Boyington", a World War II Marine Corps aviator and recipient of the Medal of Honor and Navy Cross; and to help veterans with education and retraining.

We agree that no part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

ARTICLE IV **REGISTERED AGENT/OFFICE**

The street address of the registered office is 810 W. Parkhurst Court, Coeur d'Alene, Idaho, 83815 and the registered agent at such address is: RICHARD G. LeFRANCIS.

ARTICLE V **BOARD OF DIRECTORS**

The names and addresses of the initial Directors are:

Richard G. LeFrancis
810 W. Parkhurst Court
Coeur d'Alene, ID 83815

2. RESTATED ARTICLES OF INCORPORATION

Bryan K. Ross
608 Northwest Blvd., Suite 300
Coeur d'Alene, ID 83814

Leslie Gourley
1910 Northwest Blvd.
Coeur d'Alene, ID 83814

ARTICLE VI
INCORPORATOR

The name and address of the incorporator is:

Richard G. LeFrancis
810 W. Parkhurst Court
Coeur d'Alene, ID 83815

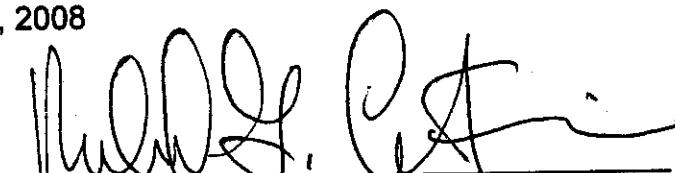
ARTICLE VII
MEMBERS

The Corporation will have voting members.

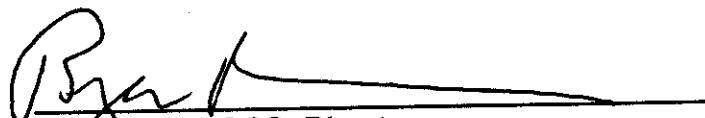
ARTICLE VIII
DISSOLUTION

Upon winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

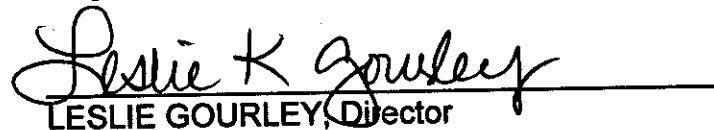
DATED this 10th day of August, 2008



RICHARD G. LEFRANCIS, Director



BRYAN K. ROSS, Director



LESLIE GOURLEY, Director

3. RESTATED ARTICLES OF INCORPORATION

**RESOLUTION
OF
Boyington Memorial Fund,
A Non-Profit Corporation**

We, the undersigned, constituting all of the Directors of BOYINGTON MEMORIAL FUND, A Non-Profit Corporation (hereinafter referred to as "the Corporation"), do hereby adopt, the following resolution:

WHEREAS, it has come to the attention of the Board of Directors of the Corporation that the Internal Revenue Service requires specific language in the organizing document of a non-profit corporation to comply with the application requirements for recognition of exemption from federal income tax pursuant to section 501(c)(3) of the Internal Revenue Code, which language was not included in the original Articles of Incorporation; and

WHEREAS, it is the desire of the Board of Directors to restate the Articles of Incorporation to include such language in order to complete the Corporation's application for tax-exempt status; and

WHEREAS, it appears to the Board of Directors that the best way to accomplish this restatement is by restating the Articles of Incorporation of the Corporation; and

WHEREAS, the amendment to the Articles of Incorporation included in the Restated Articles of Incorporation does not require approval by the members or any other person other than the Board of Directors.

NOW THEREFORE,

BE IT RESOLVED that the Corporation shall restate its Articles of Incorporation by filing Restated Articles of Incorporation with the Idaho Secretary of State in the form attached hereto and incorporated herein by reference. The Restated Articles of Incorporation includes language in Article III entitled "PURPOSE", required by the Internal Revenue Service to comply with its requirements for application of tax-exempt status pursuant to Section 501(c)(3) of the Internal Revenue Code.

1. **RESOLUTION OF BOYINGTON MEMORIAL FUND, a Non-Profit Corporation**

DATED this 19th day of August, 2008.



RICHARD G. LeFRANCIS, Director



BRYAN K. ROSS, Director



Leslie K. Gourley

LESLIE GOURLEY, Director

2. RESOLUTION OF BOYINGTON MEMORIAL FUND, a Non-Profit Corporation