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# State of Idaho

## Department of State

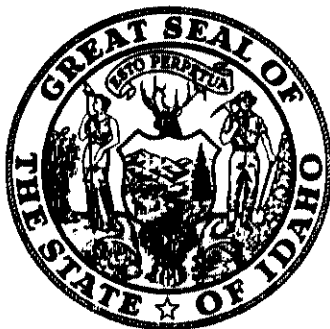
### CERTIFICATE OF INCORPORATION OF

### EAGLE CROSSING CORPORATION

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 EAGLE CROSSING CORPORATION 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: February 9, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Cara Seibel*

ARTICLES OF INCORPORATION

OF

EAGLE CROSSING CORPORATION

FEB 9 11 03 AM '94

SECRETARY OF STATE

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a non-profit corporation pursuant to the Idaho Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the Corporation) is

EAGLE CROSSING CORPORATION

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The purposes for which the Corporation is organized, which shall include the authority of the corporation to transact any lawful business for which non-profit corporations may be incorporated under the Idaho Business Corporation Act, are as follows:

(1) To encourage, foster and otherwise support promotion of economic development and assist entrepreneurs in the development of new businesses.

FOURTH: The Corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any director or officer of the Corporation, or of any private individual.

FIFTH: The address of the initial registered office of the Corporation in the State of Idaho is c/o The Prentice - Hall Corporation System, Inc., 877 Main Street, City of Boise 83702-5858, County of Ada; and the name of the initial registered agent of the Corporation at such address is The Prentice - Hall Corporation System, Inc.

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**SIXTH:** The number of directors constituting the initial Board of Directors of the Corporation is three (3).

**SEVENTH:** The names and addresses of the persons who are to serve as directors of the Corporation until their successors are elected and qualify are as follows:

<u>Name</u>	<u>Mailing Address</u>
Joseph J. Buggy	146 Stonegate Drive Aiken, SC 29803
Larry F. Peters	2811 Balboa Idaho Falls, ID 83404
Andrew W. Cherones	3454 Wimberly Place West Bloomfield, MI 48323

**SEVENTH:** The name and address of the incorporator is Cheryl M. Hays, 11 Stanwix Street, Pittsburgh, Pennsylvania 15222.

**EIGHTH:** The method of selection, election or appointment of the Directors of the Corporation shall be established by the By-Laws.

**NINTH:** Membership in this corporation shall be established by the By-Laws, is personal, and shall not be transferrable, descendible or inheritable.

**TENTH:** The personal liability of the directors of the Corporation is eliminated to the fullest extent permitted by the provisions of the Idaho Business Corporation Act, as the same may be amended and supplemented.

**ELEVENTH:** Upon dissolution of this corporation, all assets of the corporation shall be divided equally between the University of Idaho and the Idaho State University to be used by such institutions for the purpose for which said institutions were founded. No director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation, or upon the winding up of affairs.

**TWELFTH:** Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision.

**THIRTEENTH:** These Articles of Incorporation shall upon the filing thereof by the Secretary of State of Idaho constitute an acceptance in binding form of the provisions of the Constitution of the State of Idaho by the Corporation

Signed on February 3, 1994.

  
Cheryl M. Hays, Incorporator