

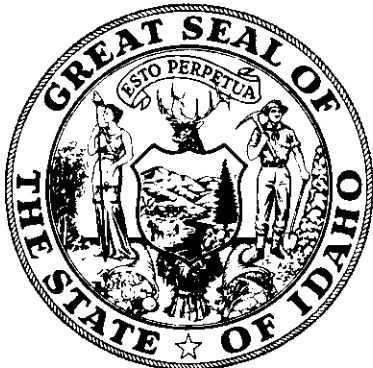
CERTIFICATE OF INCORPORATION  
OF

PAYETTE PUBLIC SCHOOLS EDUCATION 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 PAYETTE PUBLIC SCHOOLS EDUCATION 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 April 8, 19 86.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

RECEIVED  
SEC. OF STATE

'86 APR 8 AM 9 07

ARTICLES OF INCORPORATION  
OF  
PAYETTE PUBLIC SCHOOLS EDUCATION FOUNDATION, INC.  
A NON-PROFIT CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

We the undersigned, citizens and residents of the State of Idaho and the United States of America, over the age of twenty-one (21), for the purpose of organizing and forming a non-profit corporation under the provisions of the Idaho Non-Profit Corporation Act (Title 30, Chapter 3, Idaho Code, Sections 30-301 to 30-332) and all other pertinent laws of the State of Idaho, do hereby associate ourselves and adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation is the Payette Public Schools Education Foundation, Inc., and its duration shall be perpetual.

ARTICLE II

The purpose of this corporation is to establish, maintain, supplement and augment educational programs offered through or in conjunction with the Payette School District #371 J located in Payette, Payette County, Idaho, and any other lawful

activity, none of which is for profit, for which corporations may be organized.

This corporation is organized exclusively to support educational purposes within the meaning of section 501(C)(3) of the Internal Revenue Code.

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(C)(3) of the Internal Revenue Code.

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 corporation is to have one class of members, which shall consist solely of the duly qualified and acting Trustees of Payette School District #371 J, State of Idaho. The manner of election and the qualifications and rights of the members shall be as set forth in the By-Laws of the Corporation.

### **ARTICLE IV**

The street address of the initial registered office of the corporation is: 20 North 12th Street, P.O. Box 349, Payette, Idaho 83661.

The name of the corporation's initial registered agent at this address is: ROBERT SCOTT MASINGILL.

## **ARTICLE V**

The number of directors constituting the initial Board of Directors shall be three (3). However, the Board of Directors may allow any and all persons or committees of such persons as they desire to attend meetings and otherwise assist in the management of the corporation.

## **ARTICLE VI**

1. The management of the affairs and business of the corporation shall be vested in the Board of Directors.

2. The number, qualifications, powers, duties, terms of office, manner of election, and times and places for meetings of the Board of Directors shall be prescribed by the Board of Directors and recorded in the By-Laws of the corporation.

3. The Board of Directors may adopt By-Laws by a majority vote which will further the purposes of the corporation as established in Article II.

4. The officers of the corporation shall be designated, named, elected or appointed in a manner to be prescribed in the By-Laws of the corporation.

5. Amendment to these Articles shall be made by adoption of such amendment at a meeting of the members by the vote of a majority of the members.

## ARTICLE VII

The assets of this corporation on dissolution or final liquidation shall be distributed to Payette School District #371 J, a public school district in the State of Idaho, so long as such School District shall comply with the non-profit laws of the State of Idaho and the requirements of the Internal Revenue Code. However, if Payette School District #371 J is not then in existence or is no longer exempt from federal income tax, or is unwilling or unable to accept the distribution, then the assets shall be distributed to an organization which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

## ARTICLE VIII

The names and addresses of each incorporator and each initial member of the Board of Directors of the corporation are as follows:

1. Herb Points  
1225 6th Avenue South  
Payette, Idaho 832661
2. Robert Scott Masingill  
263 South 10th Street  
Payette, Idaho 83661
3. George Klenck, Jr.  
610 North 6th Street  
Payette, Idaho 83661

IN WITNESS WHEREOF, we have hereunto set our hands and seals  
this 14 day of March, 1986.

Herb Points

Herb Points

Robert Scott Masingill

Robert Scott Masingill

George Klenck, Jr.

George Klenck, Jr.

STATE OF IDAHO

)  
ss:

County of Payette )

On this the 14 day of March, 1986, before me  
the undersigned, a Notary Public in and for the State of Idaho,  
personally appeared HERB POINTS, ROBERT SCOTT MASINGILL, and  
GEORGE KLENCK, JR., known to me to be the persons whose names are  
subscribed to the within instrument and acknowledged that they  
executed the same.

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

R. B. Masingill

Notary Public for Idaho  
Residing at: Weiser, Idaho