



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

GENIE 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 **GENIE 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 June 24, 19 88.



Pete T. Cenarrusa
SECRETARY OF STATE

Angie J. Knowlton
Corporation Clerk

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION

OF
GENIE FOUNDATION, INC.

RECEIVED
SEC. OF STATE

KNOW ALL MEN BY THESE PRESENTS:

88 JUN 21 AM 9 02
THAT THE INCORPORATORS who are GRENDA JOHNSON, ERIC K. PETERSON and LOUANNA CLARK, citizens of the United States of America, do form a non-profit corporation under and pursuant to the laws of the State of Idaho, and do hereby certify as follows:

FIRST

The name of the proposed corporation is GENIE FOUNDATION, INC..

SECOND

The period of duration for this non-profit corporation shall be perpetual.

THIRD

The business and purpose of this Corporation shall be:

a) to assist individuals in financing experimental and conventional surgeries and experimental and conventional treatment relating to thoracic disorders with an emphasis upon emphysemic disorders;

b) to assist individuals in qualifying for experimental surgeries and treatments described in (a).

c) to locate additional sources of funding for individuals in need of experimental and conventional treatment described in (a).

d) to assist individuals in applying for additional funds required for experimental and conventional treatment described in (a).

FOURTH

No substantial part of the activities of the corporation shall be devoted to 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.

FIFTH

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

SIXTH

The non-profit corporation shall have members and shall be managed by a Board of Directors whose appointment and terms of office shall be in accordance with the by-laws of the foundation.

SEVENTH

The location and post office address of the registered office of this corporation in the State of Idaho is Glenda E. Johnson, 1507 Alder, Lewiston, Idaho 83501, and its principal place of activity shall be at the same address. The initial Directors shall be the incorporators whose names and addresses are:

Glenda E. Johnson
1507 Alder
Lewiston, Idaho 83501

Eric K. Peterson
904 7th Avenue
Lewiston, Idaho 83501

Louanna Clark
808 9th Street
Lewiston, Idaho 83501

EIGHTH

That the capital stock of this corporation shall consist of 10 shares of common stock.

The capital stock of this corporation shall not be divided into classes, but shall consist of only one class, that being common stock. *The capital stock shall have no par value.*

The By-Laws of this corporation shall prescribe the rules and regulations setting out the formalities and procedures to be followed in effecting the transfer of common stock and regulating the use of corporate property.

NINTH

No dividends or pecuniary profits shall be declared or paid to the stockholders of this non-profit corporation.

TENTH

The operations of this corporation are principally to be conducted in the county of Nez Perce, State of Idaho. The office of the corporation will be located in the City of Lewiston, County of Nez Perce, State of Idaho.

ELEVENTH

The number of directors of the corporation shall be no less than three (3).

TWELFTH

The name and address of the registered agent of the corporation is:

Glenda E. Johnson
1507 Alder
Lewiston, Idaho 83501

THIRTEENTH

That the name and post office address of each of the incorporators and the number of shares of capital stock of this corporation described in Article Fifth subscribed to by each is as follows:

NAME	ADDRESS	SHARES
Glenda E. Johnson	1507 Alder Lewiston, Idaho 83501	1
Eric K. Peterson	904 7th Avenue Lewiston, Idaho 83501	1
Louanna Clark	808 9th Street Lewiston, Idaho 83501	1

FOURTEENTH

That the right and power to adopt, repeal, alter, rescind and amend the By-Laws of this corporation and to adopt new By-Laws is hereby expressly conferred upon the shareholders of this corporation.

FIFTEENTH

This certificate of incorporation may be amended in the manner provided by the Statutes of the State of Idaho at the time of amendment.

SIXTEENTH

In the event of liquidation, dissolution or winding up of the corporation, whether voluntary, involuntary or by operation of law, any disposition made of the assets of the corporation shall be such as is calculated to carry out the objects and purposes for which the corporation is formed.

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational,

religious or scientific purposes as shall at that time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States of America Internal Revenue Law) or (b) by corporate contributions which are not deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States of America Internal Revenue Law) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the District Court of the County in which the principal place of business of the corporation is then located exclusively for such purposes or to such organization or organizations as that Court shall determine which are organized and operated exclusively for such purposes.

WITNESS our hands and seals this 14 day of June, 1988.

Glenda E. Johnson
GLENDA E. JOHNSON

Eric K. Peterson
ERIC K. PETERSON

Louanna Clark
LOUANNA CLARK

STATE OF IDAHO

COUNTY OF Nez Perce

)
) ss.
)

On this 14th day of June, 1988, before me, the undersigned, a notary public in and for the state of Idaho, personally appeared ERIC K. PETERSON, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and official seal the day and year first above written.


Notary Public, State of Idaho.

STATE OF IDAHO

COUNTY OF Nez Perce

)
) ss.
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On this 14th day of June, 1988, before me, the undersigned, a notary public in and for the state of Idaho, personally appeared GLENDA E. JOHNSON, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and official seal the day and year first above written.


Notary Public, State of Idaho.

STATE OF IDAHO

COUNTY OF Nez Perce

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) ss.
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On this 14th day of June, 1988, before me, the undersigned, a notary public in and for the state of Idaho, personally appeared LOUANNA CLARK, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and official seal the day and year first above written.


Notary Public, State of Idaho.