



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

GEM BOOT STRAP OPERATIONS, INC.

was filed in the office of the Secretary of State on the **thirteenth** day
of **June** A. D. One Thousand Nine Hundred **seventy-three** and
to be **microfilm**
is duly recorded on Film No. of Record of Domestic Corporations, of the State
of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and
Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
Perpetual Existence from the date hereof, with its registered office in this State located at
Emmett, Idaho in the County of **Gem**
and as such are subject to the rights, privileges and limitations granted to Non-Profit Coopera-
tive Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **13th** day of **June**
A.D., 19 **73**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

GEM BOOT STRAP OPERATIONS, INC.

* * * * *

We, the undersigned, all of whom are residents of the State of Idaho, and being citizens of the United States, being of legal age, do hereby voluntarily associate ourselves together for the purpose of forming a non-profit corporation, with no capital stock, under the authority of Idaho Code 30-1001.

ARTICLE I

The name of this corporation shall be:

GEM BOOT STRAP OPERATIONS, INC.

ARTICLE II

(a) The business, purpose and objects of this corporation shall be:

1. To provide training, social communications, counseling and experience in the business world for low income persons and senior citizens. To provide gainful experiences in learning and experimenting in the manufacturing and marketing process. To provide constructive and proper use of leisure time and other available time of senior citizens and low income persons. To engage in business and social activities for the best interest and welfare of low income persons, particularly as related to business marketing and economic activities within this country.

(b) To buy, lease, hold and exercise all privileges of ownership over such real or personal property as may be necessary or convenient for the conduct and operation of the business of the corporation or incidental thereto, and to receive and distribute gifts of property of all kinds.

(c) To carry on all business whatsoever which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interest of this corporation, or to enhance the value of its property or business.

(d) To borrow money; to lend money, to own real property; to own personal property; to deal in real property; to deal in personal property; to have and to exercise all the powers conferred by the Laws of the State of Idaho upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be enacted or amended.

(e) To co-operate with similar associations and corporations.

(f) To have and exercise all power, privileges and rights conferred on corporations by the laws of this state and all other powers and rights incidental to carrying out the purposes for which this corporation is formed, except such as are inconsistent with the express provisions of the Act under which this corporation is incorporated.

(g) The foregoing shall be construed both as objects and powers, and the enumeration thereof shall not be held to limit or restrict in any manner the powers conferred on this corporation by the laws of the State of Idaho, all of which are hereby expressly granted.

ARTICLE III

The place where the principal business of the corporation is to be transacted is in the City of Emmett, County of Gem, State of Idaho, but the corporation may maintain offices and places of business at such other places within or without the State as the Board of Directors may determine.

ARTICLE IV

The corporation shall be nonstock and no dividends or pecuniary profits shall be declared to the members thereof. The rights and interests of all members shall be equal and no member can have or acquire a greater interest herein than any other member. Membership certificates shall be issued to each member hereof.

ARTICLE V

The general officers of said corporation shall be President; Vice-President; Secretary; Treasurer; The office of Secretary and Treasurer may be combined. The said officers shall perform such duties as may be prescribed by the By-Laws.

ARTICLE VI

The period of existence of this corporation shall be perpetual.

ARTICLE VII

The Board of Directors shall consist of five members, and they shall perform such duties as shall be prescribed by the By-Laws.

ARTICLE VIII

The said corporation shall hold its election of officers and directors according to the manner prescribed by the adopted By-Laws.

ARTICLE IX

These articles may be amended by a two-thirds vote of the members present at any regular or special meeting, provided that written notice of the proposed amendment or amendments has been mailed to the last known address of each member at least ten (10) days prior to the date of such meeting.

ARTICLE X

The names and addresses of those who are to serve as incorporating directors until their successors are elected and qualified are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------|-----------------------------------|
| Dorothy Clark | Montour, Idaho |
| Charles Heap | 503 E. 1st, Emmett, Idaho |
| June Groat | 104 Sunny Lane, Emmett, Idaho |
| Florence Whitsell | Rt. 2, Emmett, Idaho |
| Pat Grogan | 607 No. Washington, Emmett, Idaho |

IN WITNESS WHEREOF, we, the incorporators, and named herein as the first Board of Directors, have hereunto set our hands and seals this 1st day of June, 1973.

Pat Grogan
Dorothy Clark
Charles Heap
June Groat
Florence Whitsell

STATE OF IDAHO,)
) ss.
County of Gem.)

On this 1st day of June, 1973, before me, the undersigned, a Notary Public in and for the County and State, personally appeared

Dorothy Clark, Charles Heap, June Groat, Florence Whitsell

and Pat Grogan

known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

Samuel G. Grogan

Notary Public for the State of Idaho;
Residing at Emmett, Idaho.