

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

SHOSHONE EDUCATION FOUNDATION, INC.

File number C 114018

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 SHOSHONE 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: March 6, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*Anna Siebel*

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IDAHO SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
SHOSHONE EDUCATION  
FOUNDATION, INC.

MAR 6 8 47 AM '96  
SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, a majority of who are citizens of the United States, acting under the Idaho Non-Profit Corporation Act, adopt the Articles of Incorporation as follows:

ARTICLE I

The name of the corporation is **SHOSHONE EDUCATION FOUNDATION, INC.**

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

**Section 1. Purposes.** The purposes for which this corporation is formed are, in general, to promote, sponsor and carry out educational purposes and objectives; and it may, but not in limitation of the foregoing, receive, hold, own, manage, use, purchase, mortgage and dispose of property of all kinds, real, personal and intangible, whether held absolutely or in trust, or by way of agency or otherwise, for the benefit of School District #312 schools and the educational activities that may be conducted by School District #312 schools.

**Section 2. Powers.** This corporation shall have and exercise all rights, powers, privileges and immunities provided by the Idaho Non-Profit Corporation Act, Idaho Code Section 30-301 et. seq., as amended.

**Section 3. Exempt Status.** This corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the corporation is distributable to, or inures to the benefit of its directors or officers except to the extent permitted under the Idaho Non-Profit Corporation Act. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, nor intervene in ( including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. This organization is organized exclusively for charitable and educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code. Notwithstanding any other provisions of these Articles

of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (b) (1) (A) (vi) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

**Section 4. Dissolution of Corporation.** Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future federal tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county of which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE V**

The corporation to be organized upon a nonstock, certificate of membership basis. Such membership shall be nonredeemable, nontransferable, and nondividend bearing. The affairs of the corporation shall be vested in and managed by the Board of Directors. The conditions and regulations of membership and the rights and other privileges of the classes of membership shall be determined and fixed by the bylaws. The private property of the members of this corporation shall be not liable for its corporate debts.

## **ARTICLE VI**

No part of the income of the corporation shall inure to the benefits of any member, trustee, director, officer of the corporation or any private individual (except that the reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets in the dissolution of the corporation.

## **ARTICLE VII**

The Corporation is not a church and the management of its affairs shall be vested in the Board of Directors.

## ARTICLE VIII

The street address of its initial registered office is 412 West "D" Street, Shoshone, Idaho 83352., P.O. Box 667, and the name of its initial registered agent at such address is Virginia Churchman.

## ARTICLE IX

The number of directors constituting the initial Board of Directors of the Corporation is Nine (9). The names and post Office addresses of the persons who shall serve as the initial directors until the first annual meeting or until the successors are elected and shall qualify are:

|                    |                  |                     |
|--------------------|------------------|---------------------|
| Victor J. Bozzuto  | P.O. Box 724     | Shoshone, Id. 83352 |
| Virginia Churchman | P.O. Box 667     | Shoshone, Id. 83352 |
| Max Excell         | P.O. Box 596     | Shoshone, Id. 83352 |
| Ken Haught         | P.O. Box 611     | Shoshone, Id. 83352 |
| Donna Hibbard      | 269 E Hwy.26     | Shoshone, Id. 83352 |
| Gale M. Roberts    | P.O. Box 329     | Shoshone, Id. 83352 |
| Denise Stark       | P.O. Box 74      | Shoshone, Id. 83352 |
| Chris Uhrig        | 51 Four Mile Rd. | Shoshone, Id. 83352 |
| Terry Zech         | P.O. Box 627     | Shoshone, Id. 83352 |

## ARTICLE X

The power to make, alter, amend or appeal the bylaws of this corporation shall be vested in its Board of Directors, and the bylaws may contain any provision for the regulation and management of the affairs of this corporation not inconsistent with these Articles of Incorporation and the laws of the State of Idaho.

## ARTICLE XI

The power to amend these Articles of Incorporation is expressly conferred upon the members.

DATED this 5<sup>th</sup> day of March, 1996

Virginia Churchman  
Virginia Churchman - Chairperson

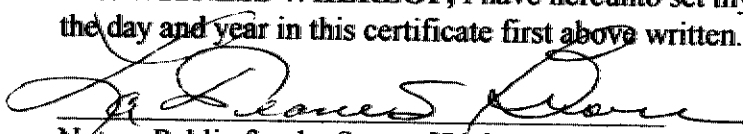
Victor J. Bozzuto  
Victor J. Bozzuto - Treasurer

**STATE OF IDAHO**

County of Lincoln

**SUBSCRIBED AND SWORN TO** before me this 3<sup>rd</sup> day of March 1996, a notary public for said state, personally appeared **Virginia Churchman**, Chairperson of the Shoshone Education Foundation, Inc., known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she 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.



Notary Public for the State of Idaho

Residing at

My Commission expires:

**APPROVED** and adopted by Resolution of the Board of Directors this 20th day of February, 1996.



Chairman of the Board



Executive Secretary