

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

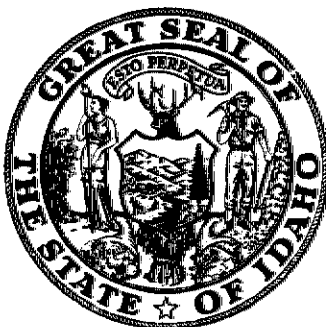
OH-ZAH-DAH-ZAY-LEE INC.

File number C 110165

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 OH-ZAH-DAH-ZAY-LEE 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 10, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Sisk*

ARTICLES OF INCORPORATION

OF

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Oh-zah-dah-zay-lee inc.

We, the undersigned, being natural persons of full age and citizens of the United States and citizens of the State of Idaho, in order to form a non-profit corporation for the purposes hereinafter stated, pursuant to the Idaho Non-Profit Corporation Act, Idaho Code, Title 30, Chapter 3, do hereby certify as follows:

ARTICLE I

That the corporate name of this corporation shall be Oh-zah-dah-zay-lee Inc.

ARTICLE II

The Corporation is formed for charitable purposes which shall include relief of the poor and hungry; lessening the burdens of Government; promotion of social welfare; and combating community deterioration.

The corporation is empowered to carry on only an insubstantial amount of activities which are not in furtherance of one or more of the above listed charitable purposes, which may be necessary for the operation of the corporation.

ARTICLE III

The corporation is a nonprofit corporation. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. 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, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporations shall not carry on any other activities not permitted to be carried on (a) by a corporation except 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 Internal Revenue Code Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon dissolution of the corporation the Board of Directors

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shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporations exclusively for the purposes of the corporations in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation is then located, exclusively for the purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV

The corporation shall have a perpetual existence.

ARTICLE V

The location and post office address of the registered office of the corporation in this State and the principal place of business shall be P.O. Box 202, Rt. 1 Goldner Road, Lapwai, Idaho, 83540. The initial registered agent at such address shall be Raymond Montelongo.

ARTICLE VI

The number of directors of the first Board of Directors of this corporation shall be three (3). The number of Directors subsequently serving on the Board shall be fixed by the bylaws.

ARTICLE VII

The corporation shall have one class of members who shall be designated by certificate issued by the Board of Directors, to those subscribing to the purposes of the Corporation. The initial membership shall consist of the Incorporators whose names are identified in these articles of incorporation. Members shall have no voting rights. Members shall serve as advisors to the Board of Directors.

ARTICLE VIII

The corporation is formed on a nonstock basis and shall not issue shares of stock.

ARTICLE IX

The names and post office addresses of the incorporators are as follows:

Raymond Montelongo
P.O. Box 202

Freda J. Montelongo
P.O. Box 202
Lapwai, ID 83540

Raymond Montelongo, Jr.
P.O. Box 202
Lapwai, ID 83540

The names and post office addresses of the members of the first Board of Directors are the same as that of the incorporators.

The corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law.

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and any rights and privileges conferred upon the Directors or Officers are subject to reservation.

The Bylaws of the corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

INCORPORATORS:

Raymond Montalongo SR.
Shirley J. Montalongo
Ray T. Montalongo - JR

STATE OF IDAHO)
 : ss.
County of Nez Perce)

On this 14 day of MARCH, 1995, before me, the undersigned, a Notary Public in and for said state, personally appeared Raymond Montelongo SR. and Freda Montelongo Ray T. Montelongo, Jr., known or identified to me to be the person(s) whose name is subscribed to the within instrument, and acknowledged to me that he/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.

Sylvia Mitchell
Notary Public for the State of
Idaho. Residing at LAPWAI.