

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
(NON-PROFIT)**

05 SEP 28 PM 2: 29

OF

SECRETARY OF STATE
STATE OF IDAHO

IDAHO BUSINESS COALITION FOR EDUCATION EXCELLENCE, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation is Idaho Business Coalition for Education Excellence, Inc. ("**Corporation**").

**ARTICLE II
PRINCIPAL OFFICE AND REGISTERED AGENT**

The principal office of the Corporation is located at 877 West Main Street, Suite 700, Boise, Idaho 83702. The registered agent of the corporation at that address is Arthur F. Oppenheimer.

**ARTICLE III
INCORPORATOR**

The name and address of the incorporator is Arthur F. Oppenheimer, 877 West Main Street, Suite 700, Boise, ID 83702.

**ARTICLE IV
PURPOSE AND POWERS OF THE CORPORATION**

The purposes for which the Corporation is formed are:

a. The Corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Its specific and primary purpose shall be to promote public education in the State of Idaho as a means of improving Idaho's economy and quality of life. Notwithstanding any other provision of these articles, the corporation shall not carry on any 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.

b. The Corporation is organized as a non-profit corporation under the Idaho Nonprofit Corporation Act and is intended to have and to exercise any and all powers, rights and privileges that it by law may now or hereafter have or exercise.

Notwithstanding any of the above statements of purposes and powers, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the Corporation.

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IDAHO SECRETARY OF STATE
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**ARTICLE V
MEMBERSHIP**

The corporation shall have one class of members composed of those persons appointed by the Board of Directors. The members shall be current or retired chief executive officers, presidents, business owners, or similarly experienced individuals, including equivalent public sector experience. The members — or the Board of Directors, as provided in ARTICLE VI below — shall elect or appoint the directors. The initial members shall be the same persons constituting the initial Board of Directors of the Corporation.

**ARTICLE VI
BOARD OF DIRECTORS**

The affairs of the Corporation shall initially be managed by a board of 18 directors. The number of directors may be changed by the Board of Directors to any number from seven to 20. Other than the directors constituting the initial Board of Directors, the directors shall be elected by the members or appointed by the existing directors in the manner and for the term provided in the Bylaws of the Corporation. A director also must be a member of the Corporation.

The initial directors of the Corporation and their addresses are as follows:

<u>Name</u>	<u>Address</u>
Tami Brandstetter	Delta Dental Plan of Idaho, Inc. PO Box 2870 Boise, ID 83701
Ed Dahlberg	St. Luke's Regional Medical Center 190 E. Bannock Boise, ID 83712
Mike Fery	F&C Corporation 2700 Airport Way Boise, ID 83705
George V. "Chip" Fisher	P.O. Box 598 Sun Valley, ID 83353
Ray Flachbart	Blue Cross of Idaho PO Box 7408 Boise, ID 83707
Mike Gwartney	955 S. Tranquil Lane Eagle, ID 83616
Joel Hickman	Key Bank of Idaho 702 W. Idaho Boise, ID 83702
Kevin Learned	The Network Group 1109 West Myrtle, Ste. 120 Boise, ID 83706

<u>Name</u>	<u>Address</u>
Brent Lloyd	Futura Corp 380 E. Parkcenter, Ste. 230 Boise, ID 83706
Bob Lokken	ProClarity Corp PO Box 8064 Boise, ID 83707
Judy Meyer	Parkwood Business Property 10500 Hayden Bluff Lane Hayden Lake, ID 83835
Gary Michael	420 Main Boise, ID 83702
Walt Minnick	Summerwind Garden Center 815 E. Park Boulevard, Ste. 100 Boise, ID 83712
Craig Olson	The CAPROCK Group 800 W. Idaho Street, Suite 300 Boise, ID 83702
Doug Oppenheimer	Oppenheimer Companies, Inc. 877 W. Main Street, Suite 700 Boise, ID 83702
Arthur F. Oppenheimer	Oppenheimer Companies, Inc. 877 W. Main Street, Suite 700 Boise, ID 83702
Park Price	Bank of Idaho PO Box 1487 Idaho Falls, ID 83403
Dale Willman	Deloitte & Touche 101 W. Capital, Ste. 1700 Boise, ID 83702

**ARTICLE VII
DURATION**

The Corporation shall exist perpetually.

**ARTICLE VIII
DISSOLUTION**

Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be

distributed to a non-profit fund, foundation or a corporation that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. Any assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located exclusively to one or more such organizations as such court shall determine to be consistent with the purposes of the Corporation.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Idaho, the undersigned, constituting the incorporator of this Corporation, has executed these Articles of Incorporation.

Dated: September 28, 2005



Arthur F. Oppenheimer