

FILED EFFECTIVE

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CAMERON COMMUNITY & EDUCATIONAL FOUNDATION INC.

(Non-Profit)

Pursuant to Title 30, Chapter 3, Idaho Code, the undersigned non-profit corporation, amends and restates its articles of incorporation as follows.

ARTICLE I -- NAME

The name of the corporation shall be Cameron Community & Educational Foundation Inc.

ARTICLE II -- PURPOSE

The corporation is formed exclusively for charitable and educational purposes within the meaning of § 501(c) (3) of the Internal Revenue Code of 1986 ("IRC"), or the corresponding provision of any future United States internal revenue law and as a supporting organization under IRC § 509(a)(3). Notwithstanding any other provision of these articles, this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation, and 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 IRC § 501(c)(3), or
- (b) By a corporation, contributions to which are deductible under IRC § 170(c)(2).

This corporation is organized exclusively to support and benefit Community & Educational Foundation, Inc, an Idaho nonprofit corporation (hereafter referred to as the "Primary Supported Organization"), as well as other religious, educational and charitable organizations whose purposes and activities are compatible with and/or complementary to the Primary Supported Organization in improving communities and promoting education ("Other Supported Organizations") (which shall include, but shall not be limited to the following: (1) Broadmoor Community Church, a Colorado nonprofit corporation, and (2) Colorado Springs World Affairs Council, Inc., a Colorado nonprofit corporation), by sponsoring, financing or assisting any of the educational or charitable activities or programs of the said Supported Organizations. All support distributions from the corporation shall be strictly limited to educational or charitable purposes within the meaning of § 501(c)(3) of the Code.

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The corporation shall be operated, supervised, and controlled by the Primary Supported Organization. In no event shall the corporation be controlled directly or indirectly by one or more "disqualified persons" (as defined in IRC § 4946) other than foundation managers, and other than one or more organizations described in paragraph (1) or (2) of IRC § 509(a).

ARTICLE III – BOARD OF DIRECTORS

1. The property, business and affairs of the corporation shall be managed by a Board of Directors. The number of Directors shall not be less than three (3) members and shall not be more than fifteen (15) members, as fixed from time to time by the Bylaws of the corporation.

2. The Directors of the corporation shall be appointed annually by the Primary Supported Organization; provided, however, that, for so long as James Cameron and Diane Cameron are alive, they shall each have the option to serve as a Director. Further, upon the death of the survivor of James Cameron and Diane Cameron, their children shall have the option to serve on the Board for their lifetime; provided, further, that the number of Directors appointed by the Primary Supported Organization shall always constitute at least a majority of the Board.

3. The Primary Supported Organization may terminate a Director's tenure in office and declare a vacancy for that position with or without cause, except that James Cameron, Diane Cameron, or their children shall not be removed except for cause. The Primary Supported Organization shall appoint a replacement Director in the event of any vacancy.

4. The names and addresses of the natural persons who are to serve as the directors of the corporation are as follows:

James Cameron	2430 Mesa Rd., Colorado Springs, CO 80904
Diane Cameron	2430 Mesa Rd., Colorado Springs, CO 80904
Greg Calder	2105 Coronado Street, Idaho Falls, ID 83404-7495
Corbet Miskin	112 North 3600 East, Rigby, ID 83442
Kevin Dayton	490 East 600 North, Springville, UT 84663

ARTICLE IV – REGISTERED OFFICE & AGENT

The street address of the registered office is 2105 Coronado Street, Idaho Falls, Idaho 83404-7495. The registered agent at that address is Greg Calder.

ARTICLE V -- MEMBERS

The corporation shall have no members.

ARTICLE VI -- MAILING ADDRESS

The mailing address of the incorporation shall be 329 S. Woodruff, Idaho Falls, Idaho 83401.

ARTICLE VII -- POLITICAL ACTIVITY

No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in IRC § 501(h) and this corporation shall not participate in or intervene (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VIII-- CORPORATE PROPERTY

All corporate property is irrevocably dedicated to the purposes set forth in these Articles of Incorporation. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, or to other private persons, except that the corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

ARTICLE IX -- DISTRIBUTION UPON DISSOLUTION

On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of the corporation shall be distributed to an organization of organizations organized and operated exclusively for one or more exempt purposes within the meaning of IRC § 501(c)(3). Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county of which the principal office of the corporation is then located, exclusively for exempt purposes or to an organization or organizations as the court shall determine that are organized and operated exclusively for exempt purposes.

ARTICLE X -- DURATION

The duration of the corporation shall be perpetual.

ARTICLE XI -- AMENDED AND RESTATED ARTICLES

These Amended and Restated Articles of Incorporation supersede the Corporation's Articles of Incorporation and all amendments thereto. These Amended Restated Articles of Incorporation were duly adopted by all of the directors of the corporation by unanimous written consent in an Action by the Directors of Cameron

Community & Educational Foundation Inc. Without a Meeting dated effective May 1,
2006.

Cameron Community & Educational
Foundation, Inc.


Greg Calder, Secretary