

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

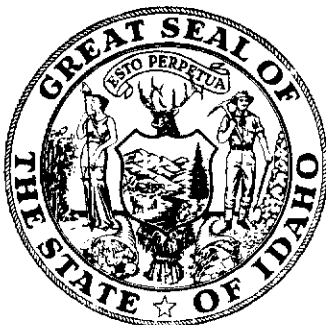
IDAHO WRITERS CONNECTION, INC.

File number C 118847

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 IDAHO WRITERS CONNECTION, 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 25, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Elisa Hartley*

ARTICLES OF INCORPORATION

OF

IDAHO WRITERS CONNECTION, Inc.

Mar 25 8 59 AM '97
The undersigned, acting as incorporators under the Idaho Nonprofit Corporation Act, Idaho Code § 30-3-1 et seq., hereby adopt the following Articles of Incorporation:

SECRETARY OF STATE
STATE OF IDAHO

ARTICLE ONE

NAME

The name of the corporation is Idaho Writers Connection, Inc.

ARTICLE TWO

NONPROFIT CORPORATION

The corporation is a nonprofit corporation.

IDAHO SECRETARY OF STATE
DATE 03/25/1997
0900 76200 2
CK #: 1002 CUST# 78755
INC NONP 10 30.00= 30.00

ARTICLE THREE

DURATION

: C

The duration of the corporation is perpetual.

ARTICLE FOUR

PURPOSES AND POWERS

The purposes of the corporation and its powers are the following:

(1) Purposes. The corporation is organized and formed exclusively for non-profit purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, (as amended) and Section 30-3-22 of the Idaho Code, for the purpose of educational, charitable and literary activities, in such manner as is consistent with the above laws.

(2) Powers. In furtherance of the foregoing purposes and objects (but not otherwise) and subject to the restrictions in Subsection 3 of this Article, the corporation shall have and may exercise all such powers as are expressly or impliedly conferred upon non-profit corporations organized under the laws of the State of Idaho, except as limited by these Articles of Incorporation and including, without limiting the generality of the foregoing, receiving, maintaining and dealing within any manner whatsoever, real or personal property or a fund or funds of real or personal property, and using and applying the whole or any part thereof, including income therefrom; provided, however, that such use be exclusively and irrevocably applied to the stated purposes of the corporation.

(3) Restrictions.

(a) No part of the net earnings of the corporation shall inure to the benefit of any Member, Director or Officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation by such persons affecting

one or more of its purposes). No Member, Director or Officer of the corporation or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise. Any and all property, both real and personal, which may be owned by this corporation at any time, is and shall always be exclusively and irrevocably dedicated to the stated purposes of this corporation. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(b) No part of the assets of the corporation shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying activities prohibited by these articles.

© Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(d) All of the properties and assets of this corporation shall be, and are, irrevocably dedicated to the foregoing purposes and no part of the monies, properties or assets of this corporation upon dissolution or otherwise, shall inure to the benefit of any private person or individual or any stock holders of the corporation, except as such stock holder may be a corporation which is exempt from taxation, and particularly the federal income tax.

(e) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations as the Board of Directors shall determine; provided, however, and subject to the above limitations, if any of such assets have been acquired under a grant or contract, their disposition shall be made in accordance with the appropriate instructions of the official responsible under the law for the providing of such instructions under such circumstances. Any of such assets not so disposed of shall be disposed of as directed by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations as said court shall determine.

ARTICLE FIVE MEMBERSHIP

The corporation is organized without capital stock and the rights and interests of all its members shall be equal and such as are provided in the Idaho Nonprofit Corporation Act. Any person may become a member of the corporation upon payment of the dues fixed by the board of directors, if any.

ARTICLE SIX LOCATION AND INITIAL INCORPORATOR

The location and address of the initial registered office of the corporation is 3380 Terra, Boise, Idaho, 83709; its mailing address is 3380 Terra, Boise, Idaho, 83709; and the name of its initial registered agent at such address is Rick Just.

ARTICLE SEVEN

BOARD OF DIRECTORS

The board of directors of the corporation shall consist of no fewer than seven and no more than fifteen members, each of whom, at all times, shall be a member of the corporation. A change in the number of directors shall be made only by amendment of these Articles. The number of directors constituting the initial board of directors shall be seven, and the names and address of the persons who are to serve as directors until the first annual election of directors or until their successors are elected and shall qualify are:

- 1) Rick Just 3380 Terra, Boise, Idaho 83709
- 2) Sandy Ashworth, Rt. 1, Box 515, Bonners Ferry, ID 83805
- 3) Steve Koehler, 230 4th Ave. E., Wendell, ID 83355
- 4) Pat Marcantonio, 1183 Park Meadows Drive, Twin Falls, ID 83301
- 5) Kathy McIntosh, HC 33, Box 3349, Boise, ID 83706
- 6) Leslie Ovard, 215 E 113 S, Idaho Falls, ID 83404
- 7) Peggy Staggs, 6000 Plantation Lane, Boise, ID 83703

ARTICLE EIGHT

ELECTION OF BOARD OF DIRECTORS

Other than the directors constituting the initial board of directors who are designated in these Articles, the directors shall be elected at the annual meeting of the members of the corporation for terms of one (1) year and they shall hold office until their successors are duly elected and qualified.

ARTICLE NINE

INDEMNIFICATION

The corporation shall have the power to indemnify any person from any threatened, pending or completed suit or proceeding as provided by Section 30-3-88, Idaho Code.

ARTICLE TEN

AMENDMENTS

The board of directors shall have the power to amend these Articles of Incorporation as provided by Section 30-3-90, Idaho Code.

ARTICLE ELEVEN

DISSOLUTION

Upon winding up and dissolution of this 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 corporation which is organized and operated exclusively for charitable, educational, religious, and or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

Mar 25 8 59 AM '97

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25th day of March, 1997.

SECRETARY OF STATE
STATE OF IDAHO

Rick Just
Rick Just

STATE OF IDAHO)

) ss.

County of Ada)

On this ____ day of _____, 1997, before me, a Notary Public in and for the State of Idaho, personally appeared Rick Just, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand the day and year first above written.

NOTARY PUBLIC FOR IDAHO
Residing at:
Commission expires: