



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**SALMON PUBLIC SCHOOL FOUNDATION, INC.**

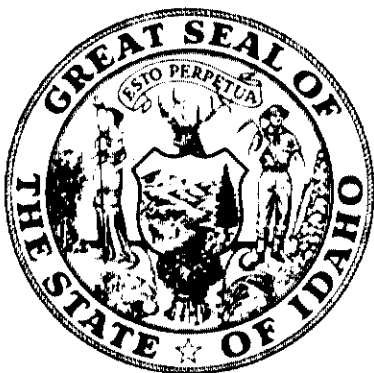
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**SALMON PUBLIC SCHOOL 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 13, 19 89



*Pete T. Cenarrusa*  
SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
SALMON PUBLIC SCHOOL FOUNDATION, INC.

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The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Idaho do hereby certify:

ARTICLE I

The name of the corporation shall be "SALMON PUBLIC SCHOOL FOUNDATION, INC." The existence of this corporation shall be perpetual.

ARTICLE II

This corporation shall be a Non-Profit Corporation.

ARTICLE III

The purposes for which said corporation is formed are:

1. To, solicit and/or receive gifts, bequests and devises or otherwise, monies and property, real and personal, of whatsoever kind or nature, to be held, managed, and used exclusively for the benefit of the Salmon School District No. 291, its various vocational and educational programs and its various services.
2. To promote excellence, and any other purpose authorized for non-profit corporations by the Idaho Code.

#### ARTICLE IV

This corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt 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).

#### ARTICLE V

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 III 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 the other provisions of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from the 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 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.)

#### ARTICLE VI

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of this non-profit corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, 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 such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE VII

Pursuant to Idaho Code § 30-308, this non-profit corporation shall have one class of members. The qualifications of and the manner of election of the members shall be as is set forth in the By-laws of the corporation.

## ARTICLE VIII

Without limiting the general powers granted to the non-profit corporation by Idaho law, or infringing upon the powers reserved to the Salmon School District No. 291 Board of Trustees, the corporation shall have the following specific powers:

1. To administer any gifts, devises or the like in accordance with the directions of various donors and testators and within the authority of this corporation.
2. To receive, when deemed useful, acquire, hold, purchase, dispose of, convey, mortgage and/or lease and improve real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or lease and improve real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchise, real or personal property of the corporation, other than its franchise of being a corporation, and to purchase, guaranty, take, receive, subscribe for or otherwise use and deal in and with, shares or

other interest in or obligations of other domestic or foreign corporations, associations, partnerships or individuals or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

3. To serve as agent for Salmon School District No. 291 in the management and investment of property of any and all kinds heretofore acquired by said School District which the Board of Trustees of such district shall determine to transfer to the corporation for such management and investment.
4. To determine, by a vote of 70% of the Board of Directors of the corporation (a) that the purposes of any gift, devise or the like have become unnecessary, undesirable, impractical, impracticable or impossible of fulfillment, or (2) that any beneficiary to which the income or principal of any gift, shall be provided to be paid shall have become non-existent or shall have ceased its activities, or (3) that, for any reason, the applications provided by the said donor or testator shall have become impossible, impractical, unnecessary or undesirable, and thereupon to apply the gift or devise to the

general purposes of the corporation, as hereinabove set forth.

5. To receive grants from government or other sources and to disburse such grants for the support of scientific, educational and research activities.
6. To make applications for and obtain patents, patent rights, and copyrights for any inventions or publications and to hold and license patents and copyrights, provided, however, that all income from such patents or copyrights shall be devoted to the scientific, charitable, and educational purposes of the corporation and none of such income shall accrue to any officer, director, or employee of such corporation except for remuneration for services or except as an inventor or author of a project.
7. To have and exercise all powers now or hereafter conferred upon non-profit corporations by the laws of the State of Idaho, subject to the provisions of these articles and its by-laws duly and regularly adopted, and reserved to the Board of Trustees of the Salmon School District No. 291.
8. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any 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(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue law).

9. To defend any lawsuit filed against the corporation, and to initiate and carry on any legal suits necessary for the benefit of the corporation.

#### ARTICLE IX

The Board of Directors of the Salmon Public School Foundation, Inc. shall consist of no less than five (5) and no more than fifteen (15) persons including the following:

1. A member of the Administration staff of the Salmon School District No. 291 and as triannually designated by a majority of the members of the corporation.
2. All other members at large from within or without the State of Idaho as chosen by the Board of Directors as specified in the By-laws.



## ARTICLE X

1. The affairs of the corporation shall be managed by the Board of Directors. The initial Board of Directors shall serve until the first meeting of the Board of Directors at which time By-laws of the corporation shall be adopted. Successor directors shall be elected by a majority vote of a quorum of the Board. The number, terms and manner of election of the successor directors shall be as provided in the By-laws of the corporation subject to these Articles of Incorporation.

2. Termination of board membership other than expiration of a regular term, resignation, or death, shall be by an expulsion vote of a two-thirds majority of the members of the corporation.

3. Vacancies other than by expiration of the regular term of office, shall be filled or left vacant by an affirmative vote of a majority of a quorum of the Board of Directors.

4. One-half of said Board of Directors shall constitute a quorum, and a majority of any such quorum at a meeting duly convened shall have the power to act, except as in these articles otherwise specifically provided. Action of any kind may be taken, without a meeting, by writing, setting forth the action, signed by all of the members. Each member shall be entitled to one vote and shall have the right to vote on all matters.

5. In management of the affairs of the corporation, the Board of Directors may delegate to officers and committees powers as may be provided in the By-laws.

#### ARTICLE XI

The address of the initial registered office of the corporation is 907 Sharkey Street, Salmon, Idaho 83467 and the name of the initial registered agent at such address is James A. Smith.

#### ARTICLE XII

The annual meeting of the corporation shall be at such place, at such time as the president of the corporation may specify in an official notice of such meeting; provided, however, that such annual meeting shall be held not less than eight (8) nor more than sixteen (16) months from the time of the preceding annual meeting and, provided further, that the Board of Directors or the lesser of eight (8) in number or ten percent (10%) of the members of the corporation may give notice of the annual meeting or of any special meeting.

Except as otherwise specified, whenever notice is required, it shall be in writing sent prepaid not less than ten (10) days before the event if by telegram and not less than fifty (50) days before the event if by mail, addressed to the last known address of the addressee. Notice may be waived either before or after a meeting.

#### ARTICLE XIII

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
James A. Smith	P.O. Box 790 Salmon, Idaho 83467
Gary Anderson	P.O. Box 869 Salmon, Idaho 83467
Wilmer Rigby	P.O. Box 1010 Salmon, Idaho 83467
Alberta Mason	Route 1, Box 62 Salmon, Idaho 83467
William Bolton	P.O. Box 6 Salmon, Idaho 83467
Sherman F. Furey, Jr.	116 North Center Salmon, Idaho 83467
Lee Hogan	Route 1, Box 23 Salmon, Idaho 83467

#### ARTICLE XIV

The first Board of Directors shall consist of the following persons who shall serve until their successors are elected and qualified under Article IX:

<u>Name</u>	<u>Address</u>
James A. Smith	P.O. Box 790 Salmon, Idaho 83467
Gary Anderson	P.O. Box 869 Salmon, Idaho 83467
Wilmer Rigby	P.O. Box 1010 Salmon, Idaho 83467
Alberta Mason	Route 1, Box 62 Salmon, Idaho 83467

William Bolton

P.O. Box 6  
Salmon, Idaho 83467

Sherman F. Furey, Jr.

116 North Center  
Salmon, Idaho 83467

Lee Hogan

Route 1, Box 23  
Salmon, Idaho 83467

Such persons shall continue to serve as directors of this non-profit corporation for such time as they remain the holders of their respective offices.

#### ARTICLE XV

All, or any, meetings of the members of the corporation or of the Board of Directors may be held within or without the State of Idaho.

#### ARTICLE XVI

The Directors of the corporation shall not be personally liable for the debts, liabilities or obligations of the corporation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 9<sup>th</sup> day of March, 1989.

James A. Smith

Mr. Gary Anderson

Lee S. Hogan

White & Man

William B. Bolton

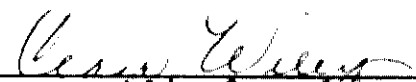
William B. Bolton

Ann S. Furey

STATE OF IDAHO           )  
                                  :SS  
County of Lemhi         )

On this 27th day of June, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared JAMES A. SMITH, GARY ANDERSON, WILMER RIGBY, ALBERTA MASON, WILLIAM BOLTON, and LEE HOGAN, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.


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

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at: Salmon, Idaho  
My Commission Expires: 2-16-95

STATE OF IDAHO           )  
                                  :SS  
County of Lemhi         )

On this 9th day of March, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared SHERMAN F. FUREY, JR., known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at: Salmon, Idaho  
My Commission Expires: Life