

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

CHILDREN AS OUR FUTURE, INC.

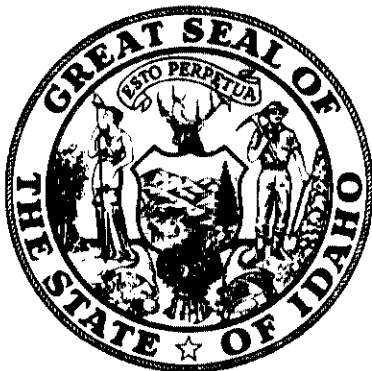
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

CHILDREN AS OUR FUTURE, 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 November 19, 1980.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zappa

Corporation Clerk

ARTICLES OF INCORPORATION
OF
CHILDREN AS OUR FUTURE, INC.
An Idaho Non-Profit Corporation

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SEC. OF STATE

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KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, a citizen of the United States of America and the State of Idaho, pursuant to and in conformity with Section 30-323, et seq., Idaho Code, desire to form a Corporation for the purposes hereinafter set forth, and to that end do hereby adopt Articles of Incorporation, as follows:

ARTICLE I

NAME

The name of the Corporation is CHILDREN AS OUR FUTURE, INC.

ARTICLE II

TERM

The term of duration of the Corporation shall be perpetual from and after the issuance of the Certificate of Incorporation by the Secretary of State of the State of Idaho.

ARTICLE III

PURPOSES

The purposes for which this Corporation is organized are:

1. To provide support and perpetuation of educational opportunities and environmental awareness to the children of the world.
2. To acquire by gift, purchase, or otherwise own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, vacate for public use, or otherwise dispose of the real and personal property in connection with the affairs of the Corporation.
3. To borrow money, mortgage, pledge, or otherwise hypothecate any and all of the real or personal property as security for money bought or debts incurred.
4. To have and to exercise any and all powers, rights and privileges a Corporation organized under the non-profit

corporation law of the State of Idaho by law may now or hereafter have or exercise.

5. To act in the capacity of a principal, agent, joint venture or partner or otherwise.
6. The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and purposes and powers in each clause shall be in no way limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and power. Notwithstanding that any of the above statements of purposes and powers, the Corporation shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the Corporation.

ARTICLE IV

MEMBERSHIP

The conditions and regulations of membership and the rights and other privileges of the classes of membership, if any, shall be determined by the By-Laws.

ARTICLE V

NON-STOCK CORPORATION

The Corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE VI

INUREMENT OF INCOME

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 to or for the Corporation in carrying out one or more of its purposes.

In the event that the Internal Revenue Service shall determine that any such compensation paid to individuals is unreasonable or excessive, those individuals shall be required to repay those amounts deemed unreasonable or excessive. This clause shall be included in the By-Laws and in employment contracts entered into for the benefit of the Corporation.

ARTICLE VII

PRIVATE PROPERTY

The private property of the members of this Corporation shall not be liable for its corporate debts.

ARTICLE VIII

OPERATIONAL LIMITATIONS

Notwithstanding any other provision of these Articles, 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 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 IX

LEGISLATIVE OR POLITICAL ACTIVITIES

No substantial part of the activities of the Corporation shall be devoted to 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.

ARTICLE X

DISSOLUTION OF THE CORPORATION

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 the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organizations organ-

ized 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 Court of Common Pleas 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 XI

FEDERAL INCOME TAX EXEMPTION

It is the intent of these Articles to qualify for an exemption from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 and to allow members to deduct their contributions under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE XII

DIRECTORS

The number of directors shall be set by the By-Laws of the Corporation but at no time will the number of directors be reduced to less than three (3). The number of directors constituting the initial Board of Directors of the Corporation is four (4), and the names and addresses of the persons who are to serve as initial directors are as follows:

SHELLI R. PITNER, N. 1045 Highland Court, Post Falls, ID 83854

STAN SMITH, c/o Martin Peace Institute, University of Idaho, Moscow, ID 83843

LOIS G. GRAVES, P.O. Box 2149, Sun Valley, Id 83353

M. RICHARD GEBHARDT, 6296 Kruse Lane, Ronan, MT 59864

The manner of election of directors shall be established by the By-Laws.

ARTICLE XIII

REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is SHELLI R. PITNER, N. 1045 Highland Court, Post Falls, ID 83854,

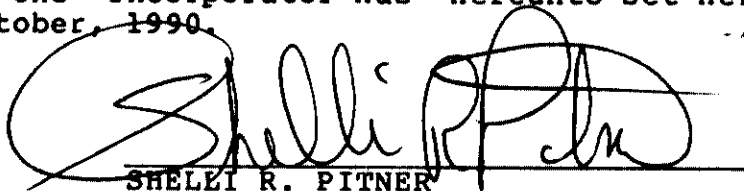
and the registered office is N. 1045 Highland Court, Post Falls, ID 83854.

ARTICLE XIV

NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is SHELLI R. PITNER, N. 1045 Highland Court, Post Falls, ID 83854.


IN WITNESS WHEREOF, the incorporator has hereunto set her hand this 31 day of October, 1990.


SHELLI R. PITNER

STATE OF IDAHO)
 : ss.
County of _____)

On this 31 day of October, 1990, before me, the undersigned, a Notary Public for the State of Idaho, personally appeared SHELLI R. PITNER, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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


Notary Public for the State of ID
Residing at: Post Falls, ID.
My Commission Expires: 4-3-93