

90674

State of Idaho



CERTIFICATE OF INCORPORATION OF

ULSTER PROJECT -- IDAHO, INC.

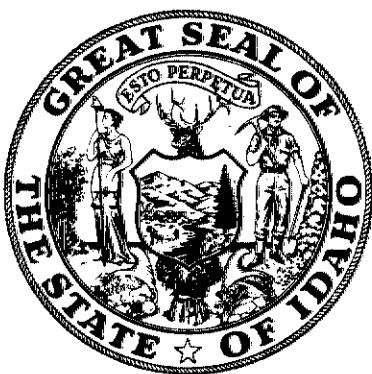
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

ULSTER PROJECT -- IDAHO, 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 03, 19 89.



Pete T. Cenarrusa
SECRETARY OF STATE

Elizabeth M. Bobala
Corporation Clerk

ARTICLES OF INCORPORATION
NOV 12 37 PM '89
OF SECRETARY OF STATE
ULSTER PROJECT -- IDAHO, INC.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Idaho Non-Profit Corporation Act, adopt the following Articles of Incorporation:

ARTICLE ONE - NAME

The name of the corporation is Ulster Project -- Idaho, Inc.

ARTICLE TWO - DURATION

The duration of this corporation is perpetual.

ARTICLE THREE - PURPOSES

This corporation is organized exclusively for charitable, religious and educational purposes, including, for such purposes, the achievement of more understanding between religious groups of Northern Ireland.

ARTICLE FOUR - RESTRICTIONS

This corporation is organized for non-profit purposes. Pecuniary profit, gain or private advantage is not, and shall not, hereafter be the object of this corporation, the incorporators, trustees or its officers.

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 Three 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 any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE FIVE - DISSOLUTION

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education or religious 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 Trustees shall determine in accordance with the requirements of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) so as to be in compliance with the requirements for a corporation under Section 501(c)(3).

ARTICLE SIX - MEMBERSHIP

Section 1. This corporation shall have and issue no capital stock.

Section 2. This corporation may have members, and if so, the class or classes of memberships, manner of election or appointments, the qualifications of rights and any provisions for

termination or forfeiture relative to membership shall be as provided in the bylaws of the corporation.

ARTICLE SEVEN - GOVERNING BOARD OF DIRECTORS

The affairs of this corporation shall be conducted by a Governing Board of Directors known as the Board of Trustees of not less than three (3) or more than twenty-one (21), as may be fixed in the bylaws. The names and addresses of the initial Governing Board of Trustees, which shall consist of three trustees are as follows:

Susan O'Neall
2411 Pleasanton
Boise, Idaho 83702

Craig Belcher
5228 Hadlock
Boise, Idaho 83703

Mary A. Rivett
2207 E. Greenhurst Road
Nampa, Idaho 83686

ARTICLE EIGHT - OFFICERS

This corporation shall have as officers as set forth in the bylaws of the corporation.

ARTICLE NINE - INCORPORATORS

The name and address of each incorporator is as follows:

Susan O'Neall
2411 Pleasanton
Boise, Idaho 83702

Craig Belcher
5228 Hadlock
Boise, Idaho 83703

Mary A. Rivett
2207 E. Greenhurst Road
Nampa, Idaho 83686

ARTICLE TEN - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The initial principal office of the corporation shall be located at 2411 Pleasanton, Boise, Idaho 83702, which initial principal office may be changed at any time by the Board of Trustees without amendment of these Articles of Incorporation. The initial registered agent shall be Susan O'Neall.

ARTICLE ELEVEN - LIABILITY

Trustees, officers and any members are not individually or personally liable for the debts or obligations of the corporation.

ARTICLE TWELVE - ANNUAL MEETING

The annual meeting of the corporation shall be held at a time as may be set by the bylaws or upon the giving of not less than ten (10) days notice.

Susan J. Peall
C. J. (I. B.) Bell

Mary A. Russell
Incorporators

BYLAWS
OF
ULSTER PROJECT - IDAHO, INC.

ARTICLE ONE - GOVERNING BOARD

Section 1. Number. The number of Trustees of this Corporation shall initially be three (3), which Trustees compose the Board of Trustees which is the governing board of this Corporation.

Section 2. Election and Term. After the initial board of trustees, the Board of Trustees shall elect future Trustees. Each Trustee shall hold office until the next annual meeting of the Corporation. If the election of Trustees shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each Trustee shall hold office for the term for which he is elected or appointed until his successor shall have been elected or appointed and qualified.

In this section, as well as throughout the Bylaws, wherever the reference is made to one gender, it is not intended as a limitation, but means either gender, such being a collective term.

ARTICLE TWO - OFFICERS

Section 1. Officers. The officers and assistant officers of the Corporation shall be those deemed necessary by the Board of Trustees, and may be elected or appointed by the Board of Trustees by a majority vote of a quorum of the Board of Trustees. In any event, the Board of Trustees shall elect or appoint a Chairman of the Board, President and one or more Vice Presidents.

Section 2. Term. The officers and assistant officers of the Corporation shall be elected or appointed by the Board of Trustees at or after the Organizational Meeting of the Corporation. The officers and assistant officers shall hold office until a successor is duly elected and qualified, or until he is removed. Thereafter, the officers and assistant officers of the Corporation shall be elected by the Board of Trustees immediately after the election of the Trustees at the annual meeting of the corporation. If the election of officers and assistant officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient.

Section 3. Duty. The duties of the officers and assistant officers shall be those as set forth by the Board of Trustees from time to time. Unless otherwise specified, duties of the officers and assistant officers shall include those normally undertaken by persons serving in such capacities.

ARTICLE III - REGISTERED OFFICE AND AGENT

The registered office of the Corporation shall be 2411 Pleasanton, Boise, Idaho, 83702, and the registered agent shall be Susan O'Neall.

ARTICLE IV - ANNUAL MEETING

The annual meeting of the Corporation shall be held during the first three months of each calendar year upon the giving of not less than ten (10) days notice. The annual meeting shall be held in the State of Idaho unless otherwise directed by the Board of Trustees.

ARTICLE V - NOTICE

Unless otherwise required by law, whenever notice is required, notice may be given by telephone or any other means of communication. Unless otherwise required by law, notice may be waived. Waiver may be done orally, unless required by law to be otherwise, and then shall be in accordance with law. However, it is intended that the corporation have as much flexibility as permitted by law with respect to the conducting of the business of the Board of Trustees, and thus, unless otherwise required by law, meetings may be held by telephone conference and business may be thus transacted the same as if a Board Meeting were held.

7/1/04

Consent may be given by the Trustees outside of a meeting in accordance with applicable law.

ARTICLE VI - PURPOSE

The Corporation's purposes and activities are to be such so that the Corporation qualifies as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law). The actions and undertakings of the Corporation are to be guided by these requirements as well as the requirements to maintain its nonprofit status under the law of the State of Idaho. The foregoing includes, but is not limited to, the requirements of dissolution so as to retain this status under Section 501(c)(3) or corresponding provision of any future United States Internal Revenue law.

ARTICLE VII - AMENDMENTS

The Bylaws may be amended by the Board of Trustees. Unless otherwise required by law, such amendment may be adopted by a majority of a quorum of the Trustees meeting as a Board of Trustees, or the action may be approved by the Trustees as with other actions elsewhere provided in these Articles, as permitted by law. If any provision with respect to amending the Bylaws is contrary to applicable law, the Bylaws as a whole will not be

deemed invalid, but incorporate the method provided by applicable law.