

FILED EFFECTIVE

ARTICLES OF INCORPORATION
of
FALL RIVER HELPING HANDS, INC.

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned, in order to form a non-profit corporation under the provisions of Title 30, Chapter 3, Idaho Code, hereby submit the following Articles of Incorporation to the Secretary of State for the State of Idaho:

1. Name.

The name of the corporation is:

FALL RIVER HELPING HANDS, INC.

2. Duration.

The corporation shall have perpetual duration.

3. Purposes.

This corporation is formed:

- A. For religious, educational, social, fraternal, charitable and other eleemosynary purposes.
- B. To accumulate and disburse funds to persons and entities, for charitable purposes in the service area of Fall River Rural Electric Cooperative, Inc., an Idaho Corporation, which is also authorized to do business in the States of Wyoming and Montana.
- C. To accumulate these funds by voluntary contributions by specific donations, monthly contributions, or "rounding up" the electric bill payments to the nearest whole dollar from participating members for providing heating and energy assistance to those in need and other charitable activities.

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D. The corporation is formed for any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, qualifying as a charitable, non-profit corporation, under the provisions of Section 501(C)(3) of the United States Internal Revenue Code and Chapter 12 of Title 68, of the Idaho Code, and all amendments and revisions of both of said laws..

E. Should dissolution of the corporation occur it is also granted the power to distribute any net funds remaining after fulfilling all of its commitments and paying all of the obligations of the corporation, including the costs of dissolution, only for charitable purposes, such as to another qualifying 501(C)(3) charity.

4. Capital Stock.

The corporation shall not have capital stock.

5. Members

The Corporation shall have no voting members and all business affairs of the corporation shall be conducted by its board of directors.

6. Bylaws.

Provisions for the regulation of the internal affairs of the corporation shall be governed by Bylaws adopted by the corporation.

7. Registered Agent and Office.

The name of the initial registered agent and the address of the initial registered office of the corporation are:

Bryan Case
1150 North 3400 East
Ashton, Idaho 83420

8. Directors.

The initial Board of Directors shall consist of 5 directors whose names and addresses are as follows:


<u>Name</u>	<u>Address</u>
Boyd Bowles	1150 N. 3400 E. Ashton, Idaho 83420
Clyde Seely	1150 N. 3400 E. Ashton, Idaho 83420
Bryan Case	1150 N. 3400 E. Ashton, Idaho 83420
Cathy W. Dixon	1150 N. 3400 E. Ashton, ID 83420
Melissa Hathaway	1150 N. 3400 E. Ashton, ID 83420

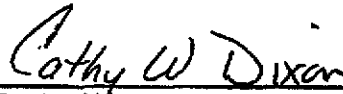
9. Incorporators.

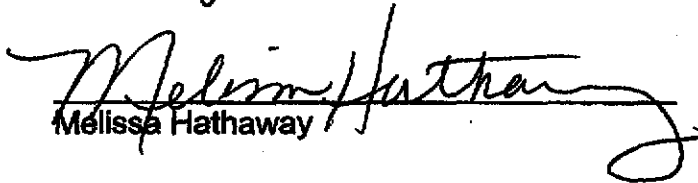
The name and address of the incorporators:

<u>Name</u>	<u>Address</u>
Bryan Case	1150 N. 3400 E. Ashton, Idaho 83420
Cathy W. Dixon	1150 N. 3400 E. Ashton, ID 83420
Melissa Hathaway	1150 N. 3400 E. Ashton, ID 83420

DATED: February 2, 2010


Bryan Case

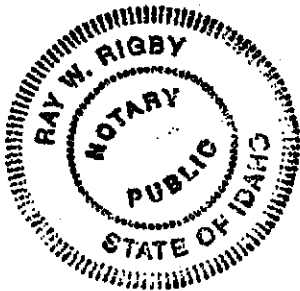

Cathy W. Dixon


Melissa Hathaway

STATE OF IDAHO)
 ss.
County of Madison)

On this 2nd day of ~~January~~ ^{February}, 2010, before me, the undersigned, a Notary Public in and for said State, personally appeared **Bryan Case, Cathy W. Dixon and Melissa Hathaway**, 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 affixed my official seal the day and year in this certificate first above written.



Ray W. Rigby
Notary Public for Idaho
Residing at: Rexburg
Commission Expires: 3-12-2011