



(4) To purchase, lease, or otherwise acquire real or personal property of any kind, tangible or intangible and to sell, exchange, lease, mortgage, or otherwise deal with the whole or any part of such property or rights, and generally do anything or perform any act which shall be necessary and proper to the best interests of said corporation in accomplishing any of the objects and purposes herein set forth.

(5) To borrow money, to issue bonds, debentures, notes and other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to mortgage, pledge, hypothecate or convey in trust or otherwise any or all of the property of the corporation to secure the payment thereof.

(6) To invest on behalf of itself or others, any money or property of the corporation and such additional funds as it may obtain, or any interest therein, in any manner; to vary the investments of the corporation, and generally to sell, exchange or otherwise dispose of, deal with, and turn to account, any of the assets of the corporation.

(7) To endorse, guarantee and secure the payment and satisfaction of loans, bonds, debentures, obligations and evidences of indebtedness, to guarantee and assure the payment or satisfaction of interest on obligations; to assume the whole or any part of the liabilities, existing or prospective, of any person, corporation, firm or association.

(8) To do any and all such other acts, things, business or businesses in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated or calculated, directly or indirectly, to promote the purposes of the corporation, and in carrying on its purposes or for the purpose of attaining or furthering any of its purposes, to do any and all acts and things, and to exercise any and all other powers which a natural person could do or exercise and which now or hereafter may be authorized by law, and in any geographical location.

### III.

The duration of this corporation shall be unlimited and perpetual.

### IV.

The principal place of business and principal office of the corporation shall be 191 Sun Valley Rd., Ketchum, Idaho, or elsewhere within the State of Idaho as may be directed by the Board of Directors. The registered agent at the registered office of this corporation shall be Georgie Fenton, who shall serve until otherwise designated pursuant to law.

### V.

The names and addresses of the incorporator is:

W. Anthony Park

706 Warm Springs  
Boise, ID 83712

VI.

The Corporation shall not have members.

VII.

The affairs of this corporation shall be conducted by a Board of Directors of at least three in number, with the exact number, manner of selection and qualifications as determined by the Bylaws. The initial board of directors is hereby constituted to include the following persons, and their addresses, to serve until the first election of directors:

C. Marvin May  
P. O. Box 9039  
Salem, OR 97305

Don Ainge  
MGIS Companies  
85 Great Oaks Blvd.  
San Jose, CA 95119

Dan Nelson  
5500 Olympic Dr., A-105, #234  
Gig Harbor, WA 98335

William G. Rutherford  
P. O. Box 1722  
Hailey, ID 83333

Bruce Nicholson  
Lutheran Brotherhood  
625 4th Ave. South  
Minneapolis, MN 55415

Tracy A. Thompson  
7519 Republic Ct., Apt. 201  
Alexandria, VA 22306-7580

Edward Kavanaugh  
CTFA  
1101 17th Street NW, Suite 300  
Washington, DC 20036

Georgie Fenton  
Danny Thompson Memorial  
P. O. Box 232  
Sun Valley, ID 83353

James J. Howard  
Northern States Power Company  
414 Nicollet Mall  
Minneapolis, MN 55401

Thomas H. Ritter  
Household Life  
32991 Hamilton Court, Suite 100  
Farmington Hills, MI 48334-3305

Gay Simplot  
1500 Harrison Blvd.  
Boise, ID 83702

Mac Zachem  
Ashland, Inc.  
P. O. Box 391  
Ashland, KY 41114

Warren McCain  
Albertson's, Inc.  
P. O. Box 20  
Boise, ID 83726

Gerry Cameron  
U.S. Bancorp  
111 S.W. 5th Street  
Portland, OR 97204

Robert A. Tinstman  
Morrison-Knudsen Corp.  
720 Park Blvd.  
Boise, ID 83702

## VIII.

This corporation is not organized for pecuniary profits and shall not issue capital stock; the corporation is organized pursuant to the Idaho Nonprofit Corporation Act, Title 30, Chapter 3, *Idaho Code*. All of the properties and assets of this corporation shall be and are irrevocably dedicated to the purposes for which this corporation is formed and no part of the monies, properties or assets of this corporation, upon dissolution or otherwise, shall inure to the benefit of any officer or director of this corporation or to any private person or individual. In the event of dissolution or liquidation of this corporation all properties and assets remaining after providing for debts and obligations shall be disposed of exclusively for the purposes of the corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as exempt organization(s) 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.

## IX.

The Board of Directors of this corporation shall have the power to repeal or amend the Bylaws of this corporation, or to adopt new Bylaws of this corporation.

## X.

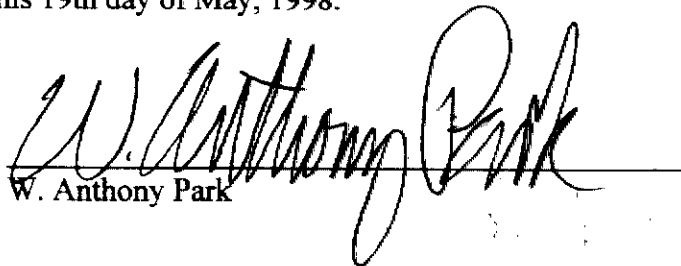
No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II 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, 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 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).

## XI.

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers, of such other corporations; any director individually, or any firm of which any directors may be members, may

be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this corporation who is also a director or officer of another such corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction as may any other director. Provided, however, that this Article XI is to be construed to allow the corporation to have the advantage of the financial, business and social contacts and positions of the directors with the only measure of the propriety of such contract or transaction being its fairness to the corporation, as if in the normal transaction of business between disinterested parties.

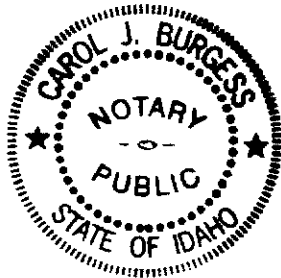
IN WITNESS WHEREOF, the undersigned being the first members of the corporation, have caused this instrument to be executed as of this 19th day of May, 1998.


  
W. Anthony Park

STATE OF IDAHO     )  
                              : ss.  
County of Ada        )

On this 19th day of May, 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared W. ANTHONY PARK, 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 Boise, ID  
My Commission Expires: 6/20/03