

**ARTICLES OF INCORPORATION
OF
THE WORKFORCE DEVELOPMENT BOARD, INC.**

ARTICLE I

Name

The name of the corporation so organized and established shall be THE WORKFORCE DEVELOPMENT BOARD, INC.

ARTICLE II

Place of Business

The address, including the street, number, city and county of the non-profit corporation's initial registered office, in this state is: 315 Falls Avenue, Twin Falls, Twin Falls County, and the name of the corporation's initial registered agent at such address is Joseph L. Herring.

ARTICLE III

Duration

The duration of the corporation shall be perpetual.

ARTICLE IV

Purpose

This corporation is not organized for pecuniary profit.

This corporation is organized exclusively for charitable, educational and scientific purposes including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, and any regulations promulgated thereunder, or other corresponding provisions of any future United States Internal Revenue Law.

It shall further be the purpose of this corporation to: (a) provide guidance and direction in the development of a well-trained, well-prepared local workforce that will enable local and state employers to compete successfully in the marketplace; (b) maximize integrated service delivery by workforce development programs and target services to support economic development programs at the local and state levels; (c) achieve maximum employment opportunities and self-sufficiency for all sectors of the workforce; (d) establish, provide and deliver employment and training, criminal justice, substance abuse, educational and other human service programs; (e) provide research, development, technical support, and training with respect to such purposes; and (f) have and exercise all powers incidental to the foregoing purposes, and to engage in any lawful activity permitted under the laws of Idaho.

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CLERK OF STATE

IDAHO SECRETARY OF STATE

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ARTICLE V
Regulation of Internal Affairs

- A. Inurement – No part of the net earnings of the corporation shall inure to the benefit of, or be distributed 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.
- B. Legislative and political activities – 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 other intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for political office.
- C. Prohibited activities –Notwithstanding the other provisions of these Articles, the corporation shall not carry on any other 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 1986 (or the corresponding provisions of any future United States Internal Revenue law). At no time shall the Corporation be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Internal Revenue Code of 1986, as amended from time to time) other than foundation managers and other than one or more publicly supported organizations.
- D. The By-laws of the corporation shall regulate the internal affairs of the corporation.*
- E. The Board of Directors shall manage the affairs of the corporation.

ARTICLE VI
Membership

The corporation shall have members selected in the manner provided for in P.L. 97-300, and the management of its affairs shall be vested the members pursuant to Section 30-314(c) Idaho Code.

ARTICLE VII
Powers

The corporation may contract generally and enter into any contract or reasonable agreement with the federal government, the state, or any municipal corporation and/or any governmental agency or individual for the purpose of planning and/or conducting studies of district problems of mutual concern, and/or do other things considered essential to accomplish the purposes of the corporation. The corporation may exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, grants or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any

business for profit, to exercise any power, or to do any act that a corporation founded under Title 30, Chapter 3, Idaho Code, or any amendment thereto or substitute for, may not at that time lawfully carry on or do. The programs sponsored by the corporation shall not discriminate because of sex, race, color, creed, religion, age, or disability.

ARTICLE VIII

Dissolution

Upon the dissolution of this non-profit corporation, the Board of Directors shall after paying or making the provision for the payment of all the liabilities of this non-profit corporation, dispose of all the assets of this non-profit corporation exclusively for the purpose of this non-profit corporation in such a matter, or in 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 (or 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 in such organizations or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE IX

Incorporators and Initial Board

The names and addresses of the incorporators and initial board of the corporation are:

| | | | |
|-----------------|----------------------|-------------------------|------------|
| Linda Langer | P.O. Box 10 | Burley, Idaho 83318 | Chair |
| Chuck Byler, | 1201 Falls Ave. E., | Twin Falls, Idaho 83301 | Vice-Chair |
| Dr. Gerald Beck | 567 Sunrise Blvd. N. | Twin Falls, Idaho 83301 | Treasurer |

IN WITNESS THEREOF, the undersigned incorporators have executed these Articles of Incorporation the eighth of September 1998.

Name Linda Langer
Linda Langer

Date November 4, 1998

Name Chuck Byler
Chuck Byler

Date 11/4/98

Name Jerry Beck
Jerry Beck

Date 11-5-98