



## Department of State.

### CERTIFICATE OF INCORPORATION OF

TWIN FALLS SCHOOL DISTRICT #411 EDUCATIONAL FOUNDATION, 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 \_\_\_\_\_

TWIN FALLS SCHOOL DISTRICT #411 EDUCATIONAL FOUNDATION, INC.

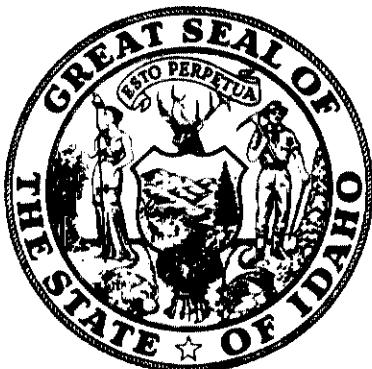
duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received  
in this office and are found to conform to law.

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 July 31, 19 91.

*Pete Cenarrusa*  
SECRETARY OF STATE

*Elizabeth M. Babala*  
Corporation Clerk



ARTICLES OF INCORPORATION  
OF

TWIN FALLS SCHOOL DISTRICT #411 EDUCATIONAL FOUNDATION, INC.  
(A Nonprofit Corporation)

I, the undersigned, acting as incorporators of a nonprofit corporation under the Idaho Non-Profit Corporation Act, adopt the following Articles of Incorporation for this Nonprofit corporation:

ARTICLE I

The name of this nonprofit corporation shall be TWIN FALLS  
SCHOOL DISTRICT #411 EDUCATIONAL FOUNDATION, INC.

ARTICLE II

The period of existence and duration of the life of this  
nonprofit corporation shall be perpetual.

ARTICLE III

The address of the initial registered agent of this nonprofit corporation is 126 Second Avenue North, Twin Falls, Idaho, 83301, and the name of the initial registered agent at such address is J. WALTER SINCLAIR.

ARTICLE IV

The purpose of this nonprofit corporation shall include, but not be limited to soliciting and/or receiving gifts, bequests, and devises otherwise, monies and property, real and personal, of whatsoever kind or nature, to be held, managed, and used exclusively for the benefit of Twin Falls School District #411, its various educational programs and services, and any other purpose authorized for nonprofit corporations by the Idaho Code. This

nonprofit corporation is organized exclusively for charitable and educational purposes.

#### ARTICLE V

No part of the net earnings of the corporation shall inure to the benefit 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 IV hereof. No substantial part of the activities of this nonprofit corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this nonprofit 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 the other provisions of these Articles, this nonprofit corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE VI

Upon the dissolution of this nonprofit corporation, the Board of Trustees shall after paying or making the provision for the

payment of all the liabilities of this nonprofit corporation, dispose of all the assets of this nonprofit corporation exclusively for the purpose of this nonprofit corporation in such a matter, or in such organization or organizations organized and operating 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 Service Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees 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 to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE VII

Pursuant to Idaho Code § 30-308, this nonprofit corporation shall have specific classes of members as set forth in the By-Laws. Each member shall be issued a membership certificate designating his class of membership and shall have one (1) vote. The rights and interests of all members shall be set forth in the By-Laws. This corporation shall not have capital stock.

#### ARTICLE VIII

Without limiting the general powers granted to the nonprofit corporation by Idaho law, or infringing upon the powers reserved to the Board of Trustees, the corporation shall have the following

**specific powers:**

1. To administer any gifts, devises or like in accordance with the directions of various donors and testators and within the authority of this corporation.
2. To receive, when deemed useful, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, and improve real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchise, real or personal property of the corporation, other than its franchise of being a corporation, and to purchase, guaranty, take, receive, subscribed for or otherwise acquire, or otherwise dispose of and otherwise use and deal in and with, shares or other interest in or obligations of other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
3. To serve as agent for Twin Falls School District #411 in the management and investment of property of any and all kinds heretofore acquired by said Twin Falls School District #411 which the Board of Trustees of such district shall determine to

transfer to the corporation for such management and investment.

4. To determine, unless otherwise specifically provided for in the gift documents, by a vote of 70% of the members of the corporation (1) that the purposes of any gift, devise or the like have become unnecessary, undesirable, impractical, impracticable or impossible of fulfillment, or (2) that any beneficiary to which the income or principle of any gift shall be provided to be paid shall have become non-existent or shall have ceased its activities, or (3) that, for any reason, the applications provided by the said donor or testator shall have become impossible, impractical, unnecessary or undesirable, and thereupon to apply the gift or devise to the general purposes of the corporation as hereinabove set forth.
5. To receive grants from government or other sources and to disburse such grants for the support of scientific, educational and research activities.
6. To make applications for and obtain patents, patent rights, and copyrights, for any inventions or publications and to hold and license patents and copyrights, provided, however, that all income from such patents or copyrights shall be devoted to the scientific, charitable, and educational purposes of

the corporation and none of such income shall accrue to any officer, director, or employee of the corporation except for remuneration for services or except as an inventor or author of a project.

7. To have and exercise all powers now or hereafter conferred upon nonprofit corporations by the laws of the State of Idaho, subject to the provisions of these Articles and By-Laws duly and regularly adopted.

8. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any 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 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).

9. To defend any lawsuit filed against the corporation, and to initiate and carry on any legal suits necessary for the benefit of the corporation.

#### ARTICLE IX

The Board of Trustees of the Twin Falls School District #411 Educational Foundation shall consist of no less than five (5) and

no more than thirty (30) persons including the following:

1. One (1) member to be elected biennially by the Board of Trustees of Twin Falls School District #411, who shall be a trustee.
2. All other members at large from within or without the State of Idaho.

The initial Board of Directors and their addresses, until their successors are duly elected and qualified, shall be:

1. Jim Cox, Rt 3, Box 6568, Twin Falls, Idaho
2. Gerald Kleinkopf, 660 Lynwood Blvd., Twin Falls, Idaho
3. David G. Sass, 304 8th Ave. East, Twin Falls, Idaho
4. J. Walter Sinclair, 3195 Boehm Estates, Twin Falls, Idaho
5. Lee Wagner, 2070 Addison Ave. E., Twin Falls, Idaho

#### ARTICLE X

The affairs of the corporation shall be managed by the Board of Trustees. The initial Board of Trustees shall serve until the first meeting of the Board of Trustees at which time By-Laws of the corporation shall be adopted. Successor directors shall be elected by a majority vote of a quorum of the Board. The number, terms, and manner of election of the successor directors shall be provided in the By-Laws of the corporation subject to these Articles of Incorporation.

1. Termination of board membership other than expiration of a regular term, resignation, or death, shall be by an expulsion vote of a two-thirds majority of the remaining members.

2. Vacancies other than by expiration of the regular term of office, shall be filled or left vacant by an affirmative vote of a majority of a quorum of the Board of Trustees, but not less than three (3) affirmative votes, as soon as possible after such termination of a membership and not later than the next regular meeting of the Board of Trustees.
3. One half of said Board of Trustees shall constitute a quorum, and a majority of any such quorum at a meeting duly convened shall have the power to act, except as in these Articles otherwise specifically provided. Action of any kind may be taken, without a meeting, by writing, setting forth the action, signed by all of the members. Each member shall be entitled to one (1) vote and shall have the right to vote on all matters.
4. In managing the affairs of the corporation, the Board of Trustees may delegate to officers and committees powers as may be provided in the By-Laws.

#### ARTICLE XI

The annual meeting of the Corporation shall be at such place, at such time as the President of the Foundation may notice; provided, however, that such annual meeting shall be held not less than eight (8) nor more than sixteen (16) months from the time of the preceding annual meeting and, provided further, that the Board

of Trustees or not less than ten (10) members may notice the annual meeting or any special meeting.

ARTICLE XIII

The name and address of the incorporator and initial member is:

J. Walter Sinclair  
126 Second Avenue North  
Twin Falls, Idaho 83301

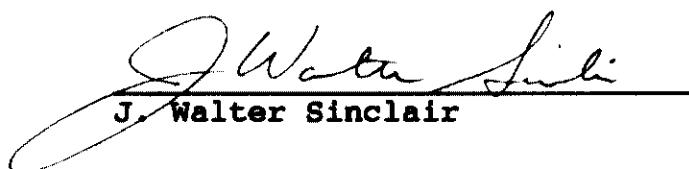
ARTICLE XIII

All or any meetings of the members, or of the Board of Trustees may be held within or without the State of Idaho.

ARTICLE XIV

The Trustees of this nonprofit corporation shall not be personally liable for the debts, liabilities or obligations of this nonprofit corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25th of July, 1991.

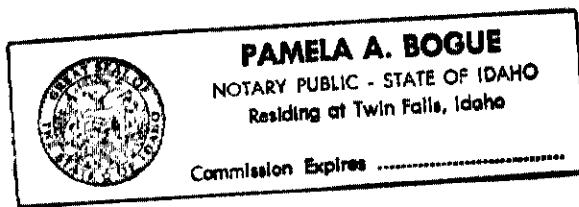


J. Walter Sinclair

STATE OF IDAHO )  
County of Twin Falls ) ss.

The undersigned, a Notary Public for the State of Idaho, does hereby certify that on the 25th day of July, 1991, personally appeared before me J. WALTER SINCLAIR, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

IN WITNESS WHEREOF, I have heretofore set my hand and affixed my official seal the day and year in this certificate first above written.



Pamela A. Bogue  
NOTARY PUBLIC  
Residence: \_\_\_\_\_  
My Commission Expires: 8-20-93