



CERTIFICATE OF INCORPORATION
OF

BOISE EDUCATION ASSOCIATION, INC.

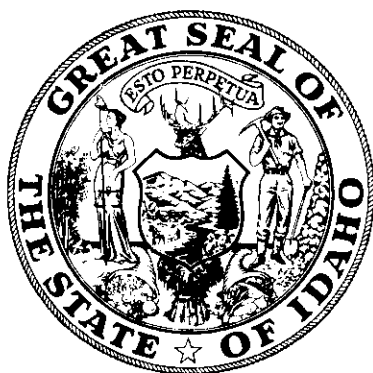
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

BOISE EDUCATION ASSOCIATION, 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 March 16, 19 82.



SECRETARY OF STATE

Corporation Clerk

RECEIVED

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ARTICLES OF INCORPORATION
OF
BOISE EDUCATION ASSOCIATION, INC.

SECRETARY OF
STATE

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, hereby form a nonprofit corporation, pursuant to Idaho Code, Title 30, Chapter 3, the Idaho Nonprofit Corporation Act, and I hereby certify, declare and adopt the following Articles of Incorporation.

ARTICLE I

The name of this Corporation shall be Boise Education Association, Inc.

ARTICLE II

Duration: The period of existence and duration of the life of this Corporation shall be perpetual.

ARTICLE III

Location: The location of the registered office of this Corporation shall be in Boise, County of Ada, State of Idaho, and the address of the registered office of this Corporation shall be 620 N. 6th Street, Boise, Idaho 83702, and the name of its initial registered agent at such address is Rick Carter.

ARTICLE IV

Purposes: The objects and purposes for which this Corporation is formed are exclusively those permitted by §501(c)(6) of the Internal Revenue Code of 1954, as amended, and consist of the following:

1. To engage in labor-related activities for the benefit of members of the teaching profession..

2. In general, to exercise any, all and every right and power now or hereafter granted to nonprofit corporations under the laws of the State of Idaho, provided that the powers granted hereunder shall be exercised exclusively for the purposes

designated in Section 501(c)(6) of the Internal Revenue Code of 1954, or the corresponding provision of any subsequent Federal tax law.

3. The purposes for which this Corporation is formed are purely charitable and educational, and not for pecuniary profit, and all funds and properties of this Corporation shall be devoted to such charitable and educational purposes above set forth and never to the distribution of any pecuniary gains, profits or dividends to any person or organization whatsoever.

ARTICLE V

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(2) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(3) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(4) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(5) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 as set forth in Article II

hereof. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1954, or the corresponding provision of any subsequent Federal tax law.

ARTICLE VI

Membership: The number and qualification of members, the terms and conditions of membership, and the liability for fees for admission and/or dues or assessments for members shall be as set forth in the By-Laws of this Corporation.

No member shall have or acquire a greater interest in this Corporation than any other members, and the voting power and rights of the members of this Corporation shall be equal.

ARTICLE VII

Certificates of Membership: The Corporation may issue certificates or other instruments evidencing membership rights to each member hereof that is in good standing in accordance with the criteria therefor set forth in the By-Laws, or the rules and regulations thereunder.

ARTICLE VIII

Liability: The officers, directors and/or members of this Corporation shall not be individually liable for the Corporation's debts or other liabilities of any kind whatsoever. The private property of any member of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and, if membership certificates are issued, they shall not be subject to assessment for any purpose of paying expenses, conducting business or paying debts of the Corporation.

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was an officer, director or member of the Corporation shall be indemnified by the Corporation. Such right of indemni-

fication shall not be deemed exclusive of any other rights to which such officer, director or member (or such heirs, executors or administrators) may be entitled apart from this Article.

ARTICLE IX

Rights Upon Dissolution: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations operated and organized exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1954, or the corresponding provision of any subsequent Federal tax law, as the Board of Directors shall determine. Any of 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 X

Board of Directors: Control and management of the affairs of this Corporation shall be vested in the membership, provided that certain responsibilities and duties of control and management may be delegated to the Representative Council or to the Executive Board, as specified in the By-Laws. The number of members of the Representative Council or the Executive Board, manner of election and term of office shall be specified in the By-Laws, and such number may, from time to time, be increased or decreased in such manner as may be prescribed by the By-Laws.

ARTICLE XI

Amendment: The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a majority vote of the members represented in person at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

ARTICLE XII

The number of members of the Executive Board constituting the initial Executive Board of Directors is ten (10), and the names and addresses of the persons who are to serve as Board members until the first annual meeting of members or until their successors are elected and shall qualify are as follows:

NAME	ADDRESS
Rick Carter	314 Union St., Boise, Idaho 83702
Karen Ellis	1008 N. 13th St., Boise, Idaho 83702
Tim Gleason	1816 Potter Dr., Boise, Idaho 83706
Molly Lazeckho	264 W. Bannock, Boise, Idaho 83702
Shelley Axfell	1208 E. State, Boise, Idaho 83702
Blas Telleria	2702 Reno Way, Boise, Idaho 83704
Barbara Hatfield	6943 Maxwell Lane, Boise, Idaho 83704
Marcia Blakeley	2902 Meadowbrook Dr., Boise, Idaho 83705
Dennis Samer	4200 Collister Dr., Boise, Idaho 83703
Elaine Wolfe	5909 Randolph Dr., Boise, Idaho 83709

ARTICLE XIII

Amendment of By-Laws: The Representative Council shall have the power to make, alter, amend or repeal Bylaws as set forth therein for governance of the Executive Board and for administration and regulation of the affairs of the Corporation, provided that any such Bylaws shall not be inconsistent with these Articles of Incorporation or with the constitution or

laws of the State of Idaho or any other governmental entity duly constituted.

ARTICLE XIV

The name and address of the incorporator is as follows:
CHARLES W. FAWCETT, 603 W. Franklin St., P.O. Box 700, Boise, Idaho 83701.

IN WITNESS WHEREOF, the undersigned Incorporator has signed his name hereto the 15th day of March, 1982.

INCORPORATOR:


CHARLES W. FAWCETT

STATE OF IDAHO)
) ss.
County of Ada)

On this 15th day of March, 1982, before me, the undersigned, a Notary Public in and for the said State, personally appeared CHARLES W. FAWCETT, known to me to be the person whose name appears above, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I hereby set my hand and official seal the day and year first above written.


NOTARY PUBLIC FOR IDAHO
Residence: Boise