

94576



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

WE BELIEVE IN YOU FOUNDATION, INC.

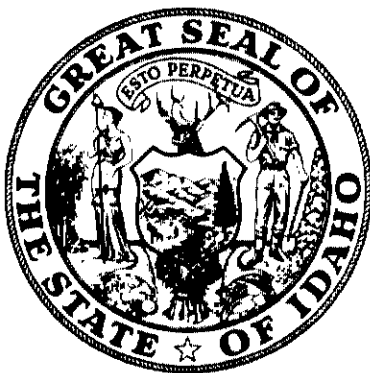
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

WE BELIEVE IN YOU 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 February 25, _____, 19 91.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

RECEIVED
ARTICLES OF INCORPORATION SEC. OF STATE

OF

'91 FEB 25 AM 9 09

WE BELIEVE IN YOU FOUNDATION, INC.

The undersigned, a majority of who are citizens of the United States, acting under the Idaho Non-Profit Corporation Act, adopts the Articles of Incorporation as follows:

ARTICLE I

The name of the corporation is WE BELIEVE IN YOU FOUNDATION, INC..

ARTICLE II

This corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

Section 1. Purposes. The purposes for which this corporation is formed are, in general, for any lawful purpose; and it may, but not in limitation of the foregoing, receive, hold, own, manage, use, purchase, mortgage and dispose of property of all kinds, real, personal and intangible, whether held absolutely or in trust, or by way of agency or otherwise, for the benefit of those serving in the Armed Forces or

otherwise engaged in the activities involved with the conflict with Iraq, and their families.

Section 2. Powers. This corporation shall have and exercise all rights, powers, privileges and immunities provided by the Idaho Non-Profit Corporation Act, Idaho Code Section 30-301 et. seq., as amended.

Section 3. Exempt Status. This corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the corporation is distributable to, or inures to the benefit of its directors or officers except to the extent permitted under the Idaho Non-Profit Corporation Act. No substantial part of the activities of the corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, nor 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 of Incorporation, 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 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).

Section 4. Resolution of Corporation. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas 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 V

The corporation is to be organized upon a nonstock, certificate of membership basis. Such memberships shall be nonredeemable, nontransferable, and nondividend bearing. The affairs of the corporation shall be vested in and managed by the Board of Directors. The conditions and regulations of membership and the rights and other privileges of the classes of membership shall be determined and fixed by the bylaws. The private property of the members of this corporation shall not be liable for its corporate debts.

ARTICLE VI

No part of the income of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation or any private individual (except that the reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

ARTICLE VII

This corporation is not a church and the management of its affairs shall be vested in the Board of Directors.

ARTICLE VIII

The street address of its initial registered office is: 379 Main Hwy 30, Georgetown, Idaho 83239, and the name of its initial registered agent at such address is: CHARLOTTE R. SMITH.

ARTICLE IX

The number of directors constituting the initial Board of Directors of the corporation is seven (7). The names and post office addresses of the persons who shall serve as the initial directors until the first annual meeting or until the successors are elected and shall qualify are:

Vaughn Rasmussen	199 Smith Road Georgetown, Idaho 83239
Noel C. Lyman	648 Washington Street Montpelier, ID 83254
Ron Law	618 North 6th Montpelier, ID 83254
Charlotte R. Smith	379 Main, Hwy 30 Georgetown, ID 83254
Roger L. Jones	289 North 5th Montpelier, ID 83254
Leonard Matthews	229 Washington Montpelier, ID 83254
Kathryne Matthews	229 Washington Montpelier, ID 83254

ARTICLE X

The name and street address of the incorporator is:
Charlotte R. Smith, 379 Main Hwy 30, Georgetown, Idaho 83239.

ARTICLE XI

The power to make, alter, amend or appeal the bylaws of this corporation shall be vested in its Board of Directors, and the bylaws may contain any provision for the regulation and management of the affairs of this corporation not inconsistent with these Articles of Incorporation and the laws of the State of Idaho.

ARTICLE XII

The power to amend these Articles of Incorporation is expressly conferred upon the members.

DATED this 19 day of February, 1991.

Charlotte R. Smith
President

Attested by: Kathryn J. Matthews
Secretary

STATE OF IDAHO)
)ss
County of Bear Lake)

On this 19th day of February, 1990, before me, a Notary Public in and for said State, personally appeared CHARLOTTE R. SMITH, President of the We Believe in You Foundation, Inc., known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

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

Crystal A. Jullin
Notary Public for State of Idaho
Residing at Montpelier
My Commission Expires 6-8-93