



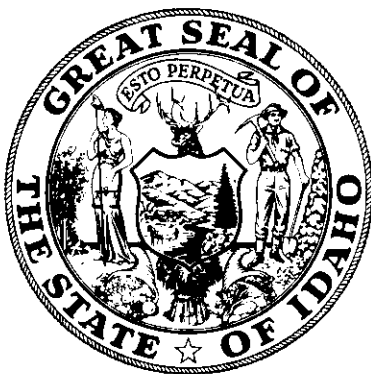
CERTIFICATE OF INCORPORATION
OF

CITIZENS' ALLIANCE FOR PROGRESSIVE ACTION, 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 CITIZENS' ALLIANCE FOR PROGRESSIVE ACTION, 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 January 25, 19 84.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

CITIZENS' ALLIANCE FOR PROGRESSIVE ACTION, INC.

94 JAN 25 AM 9 56
SECRETARY OF
STATE

The undersigned, acting as incorporators of a non-profit corporation under the laws of the State of Idaho, adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be Citizens' Alliance for Progressive Action, Inc.

ARTICLE II

Citizens' Alliance for Progressive Action, Inc., shall be a non-profit corporation.

ARTICLE III

The term of the corporation shall be perpetual.

ARTICLE IV

The corporation is organized exclusively for the promotion of the following educational, charitable, scientific and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, to wit:

1. To associate organizations and individuals with common public policy concerns for the purpose of educating and otherwise communicating with the public and its representatives on any and all civic matters which may be of interest to the members of the corporation;
2. To promote and encourage contributions of time, expertise and funding to non-profit corporations which have especial importance to the community;
3. To engage in any activity, business or course of endeavor determined by the board of directors of the corporation to be in

furtherance of the above stated purposes;

4. To solicit, accept, hold, invest, reinvest, and administer any gift, bequest, devises, benefits of trusts, and property of any sort, without limitation to amount or value, and to use, disperse, or donate the income or principal thereof for any of the stated purposes of the corporation, provided that this corporation may not act as trustee for any trust;

5. To exercise such powers as are now or are hereafter granted to or enjoyed by non-profit corporations, including any and all lawful business for which non-profit corporations may be incorporated under the laws of the State of Idaho.

ARTICLE V

Organized for the aforestated purposes, and operating without a profit, this corporation shall have and exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon non-profit corporations formed under Chapter 3, Title 30, of the Idaho Code; provided, however, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, or dissolution of this corporation, voluntarily, involuntarily or by operation of law, or upon amendment of the Articles of Incorporation:

(a) This corporation shall not have or exercise any power of authority, either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in, any activity that would prevent it from qualifying as a non-profit organization in such manner qualifying it to receive tax-exempt status under Section 501(c)(3), of the Internal Revenue Code of 1954, as amended;

(b) 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 the furtherance of the purposes set forth in Article IV above;

(c) The corporation shall not apply accumulation of income in any manner which may subject it to the denial of exemption as provided by the Internal Revenue Code as now enacted or as it may hereafter be amended.

ARTICLE VI

Upon dissolution, the board of directors, after paying or making provisions for the payment of all liabilities, shall arrange for the distribution of all remaining assets in such manner as it determines to be consistent with the corporation's exempt purposes and with applicable provisions of law, either by direct distribution or by distribution to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VII

The corporation may have one or more classes of members as provided in its by-laws.

ARTICLE VIII

The initial address of the corporation's registered office shall be 2406 Pleasanton, Boise, Idaho, 83702, and the initial registered agent shall be SALLY ANN GOODELL.

ARTICLE IX

The initial number of directors of the corporation shall be three, who shall be the following persons serving as directors until their successors are elected and qualify as provided in the corporate by-laws:

SALLY ANN GOODELL

2406 Pleasanton
Boise, Idaho 83702

CLARA BUNDY

205 N. 10th
Suite 602
Boise, Idaho 83702

ANNE PASLEY-STUART

2301 Hillway Dr.
Boise, Idaho 83702


ARTICLE X

The number and manner of election of directors shall be as provided in the by-laws.


ARTICLE XI

The incorporators of CITIZENS' ALLIANCE FOR PROGRESSIVE ACTION, INC. are SALLY ANN GOODELL, CLARA BUNDY, and ANNE PASLEY-STUART whose addresses are set forth below.

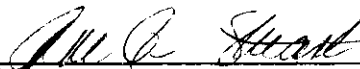
IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of December, 1983.



SALLY ANN GOODELL
2406 Pleasanton
Boise, Idaho 83702



CLARA BUNDY
205 N. 10th, Suite 602
Boise, Idaho 83702



ANNE PASLEY-STUART
2301 Hillway Dr.
Boise, Idaho 83702