

FILED EFFECTIVE

ARTICLES OF INCORPORATION
OF
GATEWAY FOUNDATION, INCORPORATED

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned, in order to form a Non-Profit Corporation under the provisions of Title 30, Chapter 3, Idaho Code, submits the following articles of incorporation to the Secretary of State.

Article 1
NAME

The name of the corporation shall be: Gateway Foundation, Incorporated.

Article 2
NON-PROFIT STATUS

The corporation is a non-profit corporation.

Article 3
PURPOSE

The purpose for which the corporation is organized is to provide employment services for individuals with disabilities in the North Idaho region, enabling that person to reach their highest level of independence.

Article 4
REGISTERED OFFICE AND AGENT

The street address of the registered office 1104 Ironwood Drive, Coeur d'Alene, Idaho 83814 and the initial registered agent at this address is Kori Crook.

Article 5
LIMITATIONS

No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf other corporation;

IDAHO SECRETARY OF STATE
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No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

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 ©(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

Article 6 BOARD OF DIRECTORS

The board of directors shall consist of no fewer than three (3) people. The names and addresses of the initial directors are:

Micheal Bibbins, CPA-PA	850 W. Ironwood Drive, Suite 102 Coeur d'Alene, ID 83814
Chuck Dean, Attorney-at-Law	1110 W. Park Place, Suite 212 Coeur d'Alene, ID 83814
Janet Waterdown	1104 Ironwood Drive Coeur d'Alene, ID 83814
Albert Crook, MD	1104 Ironwood Drive Coeur d'Alene, ID 83814
Kori Crook	1104 Ironwood Drive Coeur d'Alene, ID 83814
Chris Land BS, Behavioral Science	440 Glenwood Drive Post Falls, ID 83854

Article 7 INCORPORATOR

The name(s) and address(es) of the incorporator(s) are:

Albert and Kori Crook, 1104 Ironwood Drive, Coeur d'Alene, ID 83814
Chris Land, 440 Glenwood Drive, Post Falls, ID 83854.

**Article 8
MAILING ADDRESS**

The mailing address of the corporation shall be 1104 Ironwood Drive, Coeur d'Alene, ID 83814.

**Article 9
VOTING MEMBERS**

The corporation does have voting members.

**Article 10
DISTRIBUTION ON DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal revenue Code, or the 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 of by a Court of Competent Jurisdiction 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 11
BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

Dated: 8/27/07

Signatures of all incorporators:


Albert Crook


Kori Crook


Chris Land

ALBERT CROOK

KORI CROOK

CHRIS LAND