



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**IDAHO GOVERNOR'S CUP SCHOLARSHIP FUND, INC.**

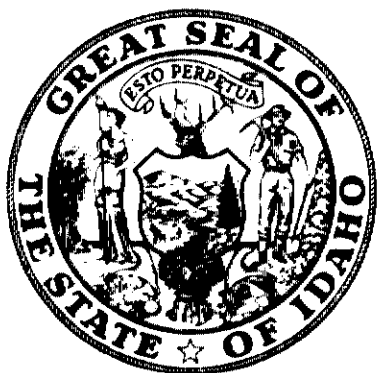
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**IDAHO GOVERNOR'S CUP SCHOLARSHIP FUND, 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 June, 2, 19 87.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

*[Signature]*  
Corporation Clerk

ARTICLES OF INCORPORATION

Jan 2 8 34 AM '87

SECRETARY OF STATE

OF

IDAHO GOVERNOR'S CUP SCHOLARSHIP FUND, INC.

KNOW ALL MEN BY THESE PRESENT, that I, the undersigned individual, being of the age of majority and over, and a citizen of the United States of America, and resident of the State of Idaho, have this day signed these Articles of Incorporation for the purpose of forming a non-profit corporation under Chapter 3, Title 30, of the Idaho Code, and for that purpose I do hereby make, sign, acknowledge, file and adopt the following Articles of Incorporation, and I hereby certify in writing as follows:

ARTICLE I.

That the name of this corporation is and shall be IDAHO GOVERNOR'S CUP SCHOLARSHIP FUND, INC.

ARTICLE II.

That the period of existence and duration of the life of this corporation shall be for a period of ten (10) years from the date of filing of these Articles.

ARTICLE III.

That the location of the registered office and registered agent of this corporation shall be:

Mailing address:  
Mr. A. Wayne Mittleider  
P.O. Box 1663  
Boise, Idaho 83701

Street address:  
Mr. A. Wayne Mittleider  
126 E. Broadway  
Meridian, Idaho 83642

ARTICLE IV.

That the nature of the association and the objects and purposes of this corporation shall be to:

A. To provide and furnish to students fee/tuition grants from donations and from membership enrollment and entry fees derived from any legal endeavor. Any such fee/tuition grants will be made to selected students who will be attending Idaho colleges and who are selected upon criteria as set forth in the Bylaws, but include scholarship, community involvement and leadership.

B. Plan and promote any legal endeavor, including golf tournaments, athletic and sporting events and such other activities which will aid to accumulate sufficient funds and donations which may provide a source of scholarship funding; to lease, procure office space, material and equipment for the carrying out of any of the purposes of this corporation; to hire any personnel required to meet the goals of this corporation.

C. To establish a board from among the members to review applications and to select from the applicants a limited number as being most worthy to receive a student fee/tuition grant.

D. Receive donations and contributions to further the purposes enumerated in these Articles and provided in the Bylaws.

E. At the time of dissolution of this Corporation, any assets remaining after the payment of debts will be distributed to Idaho colleges and universities.

#### ARTICLE V.

The rights and interests of all members of this corporation shall be equal, and no member can have or acquire a greater interest therein than any other member. Membership in this corporation may be acquired in such manner upon such terms and conditions as shall be prescribed by the Bylaws.

#### ARTICLE VI.

No dividends of any kind or nature shall ever be declared to any member of this corporation, and no member shall ever receive any pecuniary profit from certificate of membership in this corporation, it being expressly provided that this shall be a strictly non-profit corporation.

#### ARTICLE VII.

The members of this corporation shall have the power by at least a two-thirds (2/3) vote of the entire membership to repeal, amend or adopt new articles. The Board of Directors of this corporation shall have the power by at least a majority vote of the entire Board to repeal or amend the Bylaws of this corporation and adopt new Bylaws; and provided further that the Board of Directors shall not make or alter any Bylaws fixing

their number, classification, qualification, term of office and compensation.

#### ARTICLE VIII.

The Board of Directors shall consist of not less than three (3) nor more than twenty-five (25) members, the number to be designated in the Bylaws, and the officers shall consist of at least a chairman of the board, president, secretary and treasurer. Additional officers and an executive committee may be authorized by the Bylaws.

#### ARTICLE IX.

Notwithstanding any other provision of these Articles, 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) 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 State Internal Revenue Law).

#### ARTICLE X.

Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation. This

corporation will not discriminate or administer any programs, applications or members based upon race, color, national, ethnic, sex or religious affiliation or handicap.

ARTICLE XI.

No substantial part of the activities of the corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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.

ARTICLE XII.

At the time of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property, and assets of the corporation shall go and be distributed to such nonprofit charitable corporation that is identified in Article IV(E) of these Articles of Incorporation.

ARTICLE XIII.

The names and addresses of the persons who are to act as the officers and directors until the election of their successors are:

Chairman	A. Wayne Mittleider
	P.O. Box 1663
	Boise, Idaho 83701

Director Bob Saxvik  
1319 W. 16th Street  
Burley, Idaho 83318

Director Mailing address:  
Marvin Aslett  
P.O. Box B  
Twin Falls, Idaho 83303

Street address:  
Marvin Aslett  
Route 4  
Jerome, Idaho 83338

Director Chris Abend  
40 North 400 West  
Blackfoot, Idaho 83221

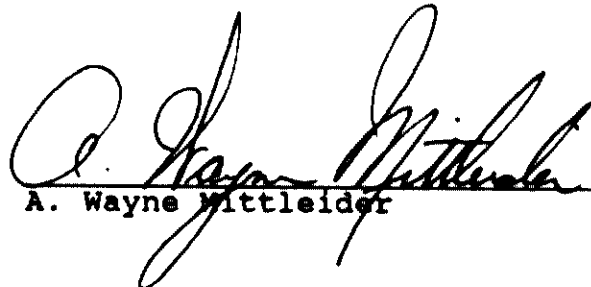
ARTICLE XIV.

The name and address of the incorporator is:

Mailing address:  
Mr. A. Wayne Mittleider  
P.O. Box 1663  
Boise, Idaho 83701

Street address:  
Mr. A. Wayne Mittleider  
126 E. Broadway  
Meridian, Idaho 83642

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this instrument, which is executed in duplicate originals, this 2<sup>nd</sup> day of JUNE, 1987.

  
A. Wayne Mittleider

STATE OF IDAHO )  
 ) ss.  
County of Ada )

On this 2nd day of June, 1987, before me, the undersigned, a Notary Public in and for said state, personally appeared A Wayne Mitchell, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

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

William R. Brown  
Notary Public for Idaho  
Residing at Boise, Idaho  
Exp. date 11-28-91