

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
BASQUE FOUNDATION, INC.**

2007 APR 30 AM 10:02

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

**ARTICLE I
NAME OF THE CORPORATION**

The name of the Corporation is Basque Foundation, Inc.

**ARTICLE II
STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III
PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The location of the Corporation is in the City of Boise, County of Ada, and in the State of Idaho. The address of the initial registered office is 714 N. 5th Street, Boise, Idaho 83702, and the name of the initial registered agent at this address is Louis L. Uranga.

**ARTICLE V
PURPOSES**

The purposes for which the Corporation is organized and will be operated are as follows:

A. To foster, promulgate and spread the Basque culture and heritage to its members, its member's children, grandchildren, and their issue, the public, friends and supporters of the Basque community in the State of Idaho or elsewhere through the offering of educational programs and activities focusing on, but not limited to, Basque studies, music, dancing, cuisine, and recreation (such as athletic events and non-athletic events such as historical card games).

B. To provide economic assistance to any person falling sick or maimed within the State of Idaho or elsewhere.

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C. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

D. To acquire from time to time by purchase, gift, will, or otherwise, real and personal property and to own, hold, control, administer, sell, exchange, mortgage or otherwise, use, disburse or donate all or any portion of such properties in furtherance of the charitable and educational purposes set forth above.

E. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 set forth in Article V hereof. No substantial part of the activities of the Corporation shall be for 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. Notwithstanding any other provisions 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)(3) of the Internal Revenue Code, as amended from time to time.

ARTICLE VII MEMBERS

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person of Basque heritage or married to a person of Basque heritage may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which number shall be no less than three. Each Director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

| NAME | ADDRESS |
|----------------|---|
| Andy Wood | 2444 E. Green Canyon Meridian, Idaho 83642 |
| Johnny Aldape | 6721 Fernwood Drive Boise, Idaho 83709 |
| Gerri Achurra | 859 W. Pine Avenue Meridian, Idaho 83642 |
| Ysabel Bilbao | 5416 E. Powerline Road Nampa, Idaho 83687 |
| Toni Lawson | 2103 W. State Street Boise, Idaho 83702 |
| Jeremy Malone | 627 S. Bitterroot Boise, Idaho 83709 |
| Luke Murgoitio | 7373 S. Maple Grove Boise, Idaho 83709 |
| Jack Olson | 3239 Native Lane Boise, Idaho 83704 |
| John Wilson | 4312 Edgemont Boise, Idaho 83706 |
| Ramon Ysursa | 3169 Maverick Lane Boise, Idaho 83709 |

**ARTICLE IX
MEMBERSHIP DUES**

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

**ARTICLE X
DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

**ARTICLE XI
INCORPORATOR**

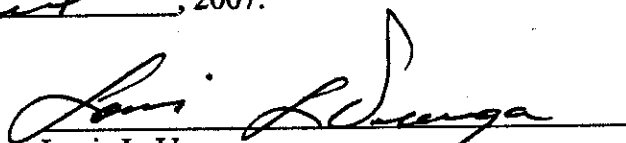
The name and street address of the incorporator is Louis L. Uranga, 714 N. 5th Street, Boise, Idaho 83702.

**ARTICLE XII
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 this 27 day of April, 2007.


Louis L. Uranga