

FILED/EFFECTIVE

ARTICLES OF INCORPORATION

2002 FEB 27 PM 1:45

OF

SECRETARY OF STATE
STATE OF IDAHO

SELWAY INSTITUTE, INC.
A Non-Profit Corporation

The undersigned, acting as incorporator of a Non-Profit Corporation, created under the Idaho Non-Profit Corporation Act, adopts and sets forth the following Articles of Incorporation:

Article I - Name

The name of the Corporation is: **SELWAY INSTITUTE, INC.**

Article II - Duration

The duration of the Corporation shall be perpetual.

Article III - Purposes

Selway Institute, Inc. is organized and will be operated exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time. The Corporation may transact any and all lawful activities for which corporations may be incorporated under the Idaho Non-Profit Corporation Act, as set forth in Idaho Code § 30-3-24.

Specifically, the corporation was formed and now exists to solicit and receive contributions, gifts, grants, devises or bequests of real or personal property or both from individuals, foundations, partnerships, associations, governmental bodies or public or private corporations and to maintain, use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary and educational purposes either directly or by contributions to other organizations duly authorized to carry on charitable, scientific, literary or educational activities.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

Article IV - No Members

The Corporation shall have no members.

ARTICLES OF INCORPORATION OF SELWAY INSTITUTE, INC.

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Article V - Registered Office and Agent

The principal office of the Corporation shall be located in the city of Bellevue, County of Blaine, and in the State of Idaho.

The address of the initial registered office is 1423 Tyrell Lane, Boise, Idaho 83706, and the name of the initial registered agent at this address is Robert D. Lewis.

Article VI - Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors to consist of no fewer than three (3) people. The names and addresses of the initial directors are:

Maurice G. Hornocker, 40 Heronwood Lane, Bellevue, Idaho 83313;

Guy Bonnivier, 1122 East 1520 North, Richfield, ID 83349; and

Thomas Welsh, P.O. Box 2972, Carefree, Arizona 85377.

Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in a manner and for the term provided in the Bylaws of the Corporation.

Article VII - Incorporator

The name and street address of the incorporator is Maurice G. Hornocker, 40 Heronwood Lane, Bellevue, Idaho 83313.

Article VIII - Bylaws

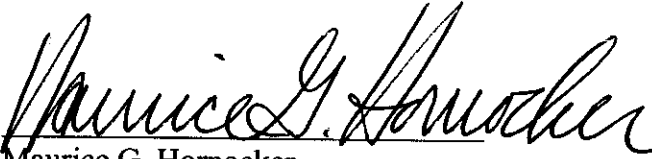
Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

Article IX - Distribution Upon 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 of 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 a 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 has been located, exclusively to such organizations as such court

shall determine to be consistent with the purposes of the Corporation.

DATED this 19 day of February, 2002.


Maurice G. Hornocker
Incorporator