

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION**  
**OF SAINT STANISLAUS FOUNDATION, INC.**

**A Nonprofit Corporation**

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 SAINT STANISLAUS 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 Lewiston, County of Nez Perce, and in the State of Idaho. The address of the initial registered office is Saint Stanislaus Tri-Parish School, 641 5<sup>th</sup> Avenue, Lewiston, Idaho, 83501, and the name of the initial registered agent at this address is Marcia Ney.

**ARTICLE V**  
**PURPOSES**

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

**ARTICLES OF INCORPORATION OF**  
**SAINT STANISLAUS FOUNDATION, INC.**

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a. To stimulate the interests of students, faculty, alumni and friends of Saint Stanislaus Tri-Parish School, or its successor, in its development of educational programs.

b. To assist in the public relations of Saint Stanislaus Tri-Parish School, or its successor, especially those aspects that will lead to improved financial interest through gifts, grants and bequests.

c. To contribute to Saint Stanislaus Tri-Parish School, or its successor, from such property as the Corporation may from time to time own, exclusively for educational, charitable and religious purposes, including, but not limited to, capital improvements, repairs, operating expenses, payment of tuition and other educational expenses of students who are financially in need, regardless of race, sex, color or creed and other needs of the school as may be determined.

d. 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).

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 NO MEMBERS**

The corporation shall not have any members.

## **ARTICLE VII 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. 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 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:

<u>NAME</u>	<u>ADDRESS</u>
Ken A. Schumacher	7602 Amberview Court, Lewiston, ID 83501
Dick Clifford	527 Prospect Avenue, Lewiston, ID 83501
Marcia Ney	3024 Country Club Drive, Lewiston, ID 83501

### **ARTICLE VIII 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 IX SOURCES OF INCOME**

The sources of income of the Corporation shall be gifts, contributions, devises, bequests and donations and the income received therefrom by the Corporation for the purpose of carrying out its purposes and objectives. All of such assets acquired by the Corporation shall ultimately be used in carrying out its purposes and objectives and none of such assets shall be distributed to any member, director or officer of the Corporation in the event of the dissolution of the Corporation.

### **ARTICLE X 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 XI DISCLOSURE**

No contract or other transaction between the Corporation and any other corporation and no act of the Corporation shall be in any way affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporations; any director individually, or any firm of which any directors may be members, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereto; and any director of the Corporation who is also a director or officer of another such corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting which shall authorize any such contract or transaction and may vote thereat to authorize any such conduct or transaction as may any other director. Provided, however, that this Article is to be construed to allow the Corporation to have the advantage of the financial, business and social contacts and positions of the directors with the only measure of the propriety of such contract or transaction being its fairness to the Corporation, as if in the normal transaction of business between disinterested parties.

## **ARTICLE XII INCORPORATOR**

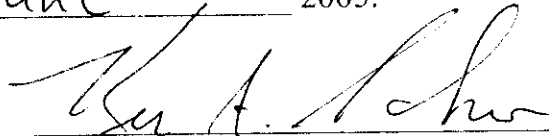
The name and street address of the incorporator is Ken A. Schumacher, 7602 Amberview Court, Lewiston, ID 83501.

### ARTICLE XIII 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 21<sup>st</sup> day of June 2005.

  
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Ken A. Schumacher, President