

AMENDED ARTICLES OF INCORPORATION

SEP 3 1 59 PM '97

OF

EDWARD RAMSDALE SCHOLARSHIP FUND, INC.

SECRETARY OF STATE
STATE OF IDAHO

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

Article I Name

The name of the Corporation is EDWARD RAMSDALE SCHOLARSHIP FUND, INC.

Article II Nonprofit 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 Troy, County of Latah, and in the State of Idaho. The address of the initial registered office is 102 West Fifth, Troy, Idaho 83871-0280, and the name of the initial registered agent at this address is Harold A. Ott.

Article V Purpose

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

A. To provide and furnish to students scholarships and grants from donations and from entry fees derived from any legal endeavor. Any such grants will be made to selected students who have graduated from Troy High School (Idaho) and who are pursuing a higher education program and who are selected upon criteria as set forth in the bylaws of the Corporation ("Bylaws").

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B. To plan and promote any legal endeavor which will aid to accumulate sufficient funds and donations which may provide a source of scholarships funding and to expend funds for necessary administrative expenses 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. Charitable, religious, education, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, 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 exercise all powers granted by law access and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, 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. 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.

Article VI Limitations

No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributed 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. Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes set forth in Article V hereof. This Corporation will not

discriminate or administer any programs, applications or members based upon race, color, national, ethnic, sex or religious affiliation or handicap. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by the 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 States Internal Revenue Law). 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 VII No Members

The Corporation shall not have any members.

VIII Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than twenty-five (25) members, as determined by the Board from time to time. Other than the Directors constituting the initial Board of Directors, the Directors shall be selected by the existing Directors of the Corporation in the manner and for the term provided in the bylaws of the Corporation.

The names and addresses of the initial Board of Directors are:

Patrick J. Nunan
1740 Hwy 99
P.O. Box 355
Troy, Idaho 83871

Betty Jean Swanson
1121 Lamb Road
Troy, Idaho 83871

Harold A. Ott
1012 Dry Creek Road
Troy, Idaho 83871

Pat Smith
503 Mark Road
Troy, Idaho 83871

Charles Knight
109 N. Pine
Troy, Idaho 83871

Article IX Distribution on Dissolution

At the time of the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions 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 of 1986, 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 X Bylaws

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

Article XI Incorporator

The name and address of the initial incorporator was:

Cumer L. Green
P.O. Box 2597
Boise, Idaho 83701.

Article XII Organization Earnings and Dissolution

A. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

B. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

C. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

IN WITNESS WHEREOF, I have hereunto set my hand to this instrument, which is executed in duplicate originals, this ____ day of September, 1997.

Betty Jean Swanson, Secretary

Carter L. Green
P.O. Box 2597
Boise, Idaho 83701.

Article XII Organization, Earnings and Dissolution

A. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

B. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(e)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

C. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

IN WITNESS WHEREOF, I have hereunto set my hand to this instrument, which is executed in duplicate originals, this 3rd day of September, 1997.


Betty Jean Swanson, Secretary

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CERTIFICATION OF SECRETARY

OF

EDWARD RAMSDALE SCHOLARSHIP FUND, INC.

Betty Jean Swanson, the duly elected secretary of the EDWARD RAMSDALE SCHOLARSHIP FUND, INC., an Idaho nonprofit corporation, hereby certifies that its last Amended Articles of Incorporation were approved by all of the Directors of said EDWARD RAMSDALE SCHOLARSHIP FUND, INC., by way of Consent Minutes executed by all members of the Board of Directors of said corporation on September 3, 1997.

DATED this 3rd day of September, 1997.

Betty Jean Swanson
Betty Jean Swanson

STATE OF IDAHO,)
County of Blaine) ss.

On this 3rd day of Sept, 1997, before me, a notary public in and for said state, personally appeared Betty Jean Swanson, known or identified to me to be the Secretary of the EDWARD RAMSDALE SCHOLARSHIP FUND, INC., the corporation that executed the within instrument, and known to me to be the person who executed the within instrument on behalf of said corporation, and acknowledged to me that such corporation 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.

Tamara L. Bunnell
Notary Public for Idaho
My Comm. Expires 01/01/98
STATE OF IDAHO
EXPIRES: 01/01/98