

State of Idaho

Department of State

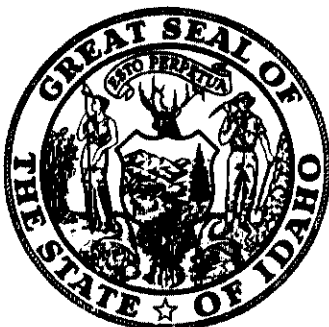
CERTIFICATE OF INCORPORATION OF

THE WILLARD CHARITABLE FOUNDATION, 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 THE WILLARD CHARITABLE FOUNDATION, 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: April 20, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION
OF

APR 20 4 36 PM '94

THE WILLARD CHARITABLE FOUNDATION, INC.

SECRETARY OF STATE

THE UNDERSIGNED, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation:

I.
Name

The name of the corporation is: The Willard Charitable Foundation, Inc..

II.
Nonprofit Corporation

This corporation is a nonprofit corporation.

III.
Duration

This corporation shall have perpetual duration.

IV.
Purpose

The corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws, (at times "charitable organizations"), in particular to make distributions for the following purposes: (a) Education: To charitable organizations for advancing or funding education of students, for general financial assistance, endowment funds, specific programs, or to otherwise promote education which may include Idaho Public Television; (b) Humanities: To charitable organizations which support or promote the arts or humanities, which may include The Metropolitan Opera Company of New York, New York, the Idaho Falls Opera Theater of Idaho Falls, Idaho, the Idaho Commission on the Arts, Boise Idaho, Idaho Falls Museum; (c) Religion: To organizations for the purposes of advancing religion, which may include the Unitarian Fellowship of Idaho Falls; (d) Social Services/Relief of Economically Disadvantaged: To charitable organizations which provide relief to economically disadvantaged or underprivileged individuals, which may include YMCA, YWCA, Big Brothers and Big Sisters programs, Idaho Community Foundation, and other community service organizations.

No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not

participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf or in opposition to any candidate for public office.

This corporation shall also be organized to carry on all other lawful purposes for which corporations may be formed under the Idaho Nonprofit Corporation Act, and to exercise all powers granted to a corporation formed under that Act, including any amendments thereto or successor statute that may be hereinafter enacted.

ARTICLE V. Restrictions

Notwithstanding any provision apparently to the contrary in these Articles of Incorporation, so long as the corporation is classified as a "private foundation" as defined in Section 509 of the Internal Revenue Code of 1986, as amended, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal revenue Code of 1986, as amended; shall distribute its income and, when necessary, amounts from principal at such time and in such manner as not to subject the corporation to the taxes on failure to distribute income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended; shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended; shall not make any investments in such manner as to subject the corporation to the taxes on investments which jeopardize charitable purpose imposed by Section 4944 of the Internal Revenue Code of 1986, as amended; and shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

ARTICLE VI. Dissolution

Upon the dissolution of this corporation, after paying or making provision for all liabilities of the corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the State of Idaho for the county in which the principal office of the corporation 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.

VII. No Members

This corporation shall have no members.

**VIII.
Registered Agent and Office**

The street address of the initial registered office, and the name of the initial registered agent at such office, are as follows:

D. John Thornton
999 Main Street, Suite 1015
Boise, Idaho 83702

**IX.
Directors**

The initial number of directors of this corporation shall be five (5). This number may be changed by amendment to the bylaws, but at no time shall the board be less than three (3) members or more than nine (9) members.

Directors of this corporation shall be elected as provided in the bylaws of the corporation.

The names and addresses of the directors constituting the initial board of directors are as follows:

1. Miles Willard
 154 east 49th South
 Idaho Falls, ID 83404
2. Louise Nelson
 1425 East 16th Street
 Idaho Falls, ID 83404
3. Robert V. Sanders
 1419 Federal Way
 Salt Lake City, UT 84102-1807
4. Virginia Willard
 154 East 49th South
 Idaho Falls, ID 83404
5. Randy Kern
 168 Stone Run Lane
 Idaho Falls, ID 83404

**X.
Officers**

Officers of this corporation shall be elected by the directors. The offices, qualifications for holding office, and manner of election shall be determined in accordance with the bylaws.

**XI.
Incorporator**

The name and address of the incorporator is:

D. John Thornton
999 Main Street, Suite 1015
Boise, Idaho 83702

**XII.
Amendment of Bylaws**

The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the corporation and to adopt new Bylaws.

**XIII.
Amendment of Articles of Incorporation**

The Board of Directors is expressly authorized to alter, amend or repeal the Articles of Incorporation of the corporation and to adopt new Articles.

IN WITNESS WHEREOF, I have hereunto set my hand this 19th day of April, 1994.


D. John Thornton