

**FILED**

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SECRETARY OF STATE  
STATE OF IDAHO

## ARTICLES OF INCORPORATION (Non-Profit)

OF

### Semester of International Service, Inc.

We, the undersigned persons of the age of 18 years of age or older, residents of the State of Idaho and citizens of the United States, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the statutes of the State of Idaho.

#### ARTICLE I

The name of this corporation is Semester of International Service, Inc.

#### ARTICLE II

The period of its duration is perpetual.

#### ARTICLE III

The purposes for which this corporation is organized are:

1. To provide culturally appropriate humanitarian service and aid to disadvantaged groups (especially children), internationally.
2. To find and create opportunities for college students and others to work as international volunteers in areas of their professional and personal expertise and interest.
3. Educate people of all ages about the culture, circumstances and needs of children in developing countries.
4. Assist other groups and organizations in developing programs of international service.
5. To engage anywhere in any other lawful business or activity whatsoever which may be authorized at any time by the Board of Directors; and in furtherance thereof this corporation shall have all of the powers granted by law to corporations generally.

#### ARTICLE IV

The address of the registered office of the corporation is 2201 West 4200 South Rexburg, Idaho 83440, and the name of the registered agent at such address is Rex Head. The mailing address of the corporation is the same as the above address.

## **ARTICLE V**

The total authorized number of membership stock shares of the corporation is 10,000.

## **ARTICLE VI**

The corporation does have voting members. Each member of the corporation shall have the right to vote the number of shares that member has been issued.

## **ARTICLE VII**

Members of this corporation shall not have preemptive rights to acquire additional shares issued by the corporation.

## **ARTICLE VIII**

The first directors of the corporation shall be three in number and their names and addresses are as follows:

<b>NAME</b>	<b>ADDRESS</b>
Rex Head	2201 West 4200 South Rexburg, ID 83440
Melodie Head	2201 West 4200 South Rexburg, ID 83440
Ruth Rammell	4223 West 4732 South Rexburg, ID 83440

The first directors shall serve until the first annual meeting of the members or until their successors are elected and qualified.

## **ARTICLE IX**

The name and address of the incorporator is as follows:

<b>NAME</b>	<b>ADDRESS</b>
Rex Head	2201 West 4200 South Rexburg, ID 83440

## **ARTICLE X**

(1) The directors of this corporation need not be residents of the State of Idaho or members of the

corporation.

(2) The Board of Directors shall have authority to fix the compensation of the directors.

(3) The Board of Directors is authorized to make, alter, amend or repeal the By-laws of this corporation, subject to the power of the members having voting power to alter, amend or repeal such By-laws.

#### ARTICLE XI

(1) No contracts or other transactions between the corporation and any other trust, organization or corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are trustees, directors of, officers of, such other trust, organization or corporation.

(2) Any director individually, or any trust, organization or corporation with which any director may be associated, may be a party to or may be pecuniarily or otherwise interested in, any contracts or transactions of the corporation, provided that the fact that he or such trust, organization or corporation is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof.

(3) Any director of the corporation who is also a trustee, director or officer of such other trust, organization or corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contracts or transactions with like force and effect as if he were not such trustee, director or officer of such other trust, organization or corporation, or not so interested.


#### ARTICLE XII

Upon dissolution the assets then in the corporation shall be distributed to its members.

#### ARTICLE XIII

The corporation reserves the right to amend, alter, change or repeal any provision of these Articles, in the manner now or hereafter prescribed by law, and all rights and power conferred herein on members and directors are subject to this reserved power.

Executed in triplicate on December 1, 1998.

  
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Rex Head