

FILED/EFFECTIVE
OCT 31 11:17 AM '02

AMENDED AND RESTATED ARTICLES OF INCORPORATION

FOR

SANDPOINT UNLIMITED, INC.

The undersigned represent one hundred percent (100%) of the current Board of Directors of Sandpoint Unlimited, Inc., and the undersigned desire to amend and restate the Articles of Incorporation which were originally filed on November 21, 1986. The undersigned, pursuant to the provisions of the Idaho Nonprofit Corporation Action codified at Idaho Code §30-3-1 et seq. hereby adopt the following Amended and Restated Articles of Incorporation:

**ARTICLE 1
NAME AND PRINCIPAL OFFICE**

The name of the corporation shall, from the date of filing hereof, be known as **CITIZENS FOR QUALITY EDUCATION, INC.** and its principal office is located at P. O. Box 2186, Sandpoint, Idaho 83864.

**ARTICLE 2
REGISTERED OFFICE AND AGENT**

The name of the registered agent of the corporation is J. T. Diehl, and the street address of the registered office, which is also the address of the registered agent, is 106 W. Superior Street, Sandpoint, Idaho 83864.

**ARTICLE 3
DURATION**

The period of duration of this nonprofit corporation is perpetual.

IDAHO SECRETARY OF STATE
10/30/2002 05:00
CK: 8203 CT: 28216 BH: 643383
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AMENDED AND RESTATED ARTICLES OF INCORPORATION 1-

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**ARTICLE 4
TYPE OF CORPORATION**

This corporation is organized for the formation of a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code. 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)(6) of the Internal Revenue Code. Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which has established its tax exempt status under Section 501(c)(6) or 501(c)(3) of the Internal Revenue Code.

**ARTICLE 5
AUTHORIZATION**

This corporation is organized under the Idaho Nonprofit Corporation Act codified at Idaho Code §30-3-01 et seq.

**ARTICLE 6
PURPOSE**

CITIZENS FOR QUALITY EDUCATION, INC. is a coalition of community and business leaders who are committed to supporting the continuous improvement of our schools so that all children receive a quality education; and the focus of the nonprofit corporation is on open communication and fostering cooperation among the school board, school administrators, educators, parents, students, businesses and the community at large.

**ARTICLE 7
NON STOCK CORPORATION**

The corporation is non stock, and no dividends or pecuniary profits will be declared or paid to any of the officers or directors.

ARTICLE 8 DIRECTORS

The directors of the corporation shall not be less than five nor more than twenty-five and the number of directors constituting the initial board of directors of the corporation is seven and the names and addresses of the persons who are to serve as initial directors are as follows:

Curt Hecker
P. O. Box 967
Sandpoint, ID 83864

Brad Williams
708 Superior Street
Sandpoint, ID 83864

Dave Slaughter
J D Lumber
P. O. Box 55
Priest River, ID 83856

John Snedden
P. O. Box 1827
Sandpoint, ID 83864

Chris Bessler
Keokee Publishing
307 N. Second Avenue
Sandpoint, ID 83864

Travis Kaul
P. O. Box 967
Sandpoint, ID 83864

J. T. Diehl
106 W. Superior Street
Sandpoint, ID 83864

SECTION 9 ELECTION OF DIRECTORS

The manner in which the directors are to be elected shall be as set forth in the Bylaws.

ARTICLE 10 CORPORATE OFFICERS

The general officers of the corporation shall be a president, vice-president and secretary/treasurer. The names and addresses of initial officers of the corporation who shall serve until the first annual meeting shall be as follows:

President

Curt Hecker
P. O. Box 967
Sandpoint, ID 83864

Secretary/Treasurer

Brad Williams
708 Superior Street
Sandpoint, ID 83864

Vice-President

Travis Kaul
P. O. Box 967
Sandpoint, ID 83864

At the annual meeting the officers shall be elected by the directors as set forth in the Bylaws.

ARTICLE 11 MANAGEMENT

The management of the corporation shall be vested in the Board of Directors.

ARTICLE 12 MEMBERSHIP

The corporation may establish one class of members who may be responsible for payment of dues and assessments. If membership is sought, the method and conditions on which members shall be accepted, the method of collection of the dues and assessments, and any voting rights and privileges shall be established by resolution.

ARTICLE 13 DISTRIBUTION ON DISSOLUTION

In the event of dissolution of the corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax codes, or shall be distributed to the federal government or to a state or local government for public purposes.

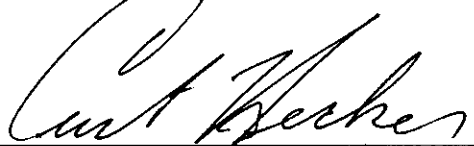
ARTICLE 14 AMENDMENTS

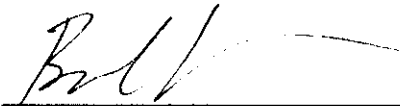
Amendments to these Articles of Incorporation may be proposed by a resolution they adopted by a majority of the Board of Directors at any meeting where a quorum of the directors is present.


ARTICLE 15
REGULATION OF INTERNAL AFFAIRS

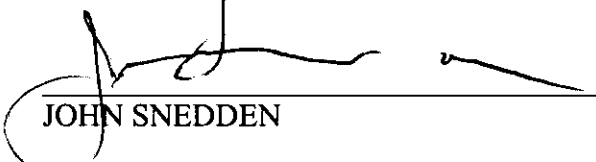
Amended bylaws shall be adopted by the Board of Directors. The power to alter, amend, or appeal the bylaws or adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with the corporate laws of the State of Idaho or these Articles of Incorporation.

The undersigned board members subscribe their names to these Amended and Restated Articles of Incorporation.



CURT HECKER


BRAD WILLIAMS


DAVE SLAUGHTER


JOHN SNEDDEN


CHRIS BESSLER

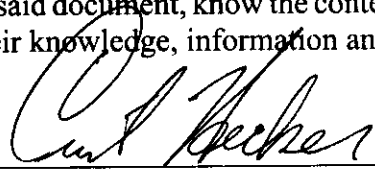

TRAVIS KAUL


J. T. DIEHL

STATE OF IDAHO)
) ss.
County of Bonner)

CURT HECKER and BRAD J. WILLIAMS, being first duly sworn upon oath, depose and state:

That they are the president and secretary/treasurer, respectively, of the corporation named in the above and foregoing document; that they have read said document, know the contents thereof, and that the facts therein stated are true to the best of their knowledge, information and belief.

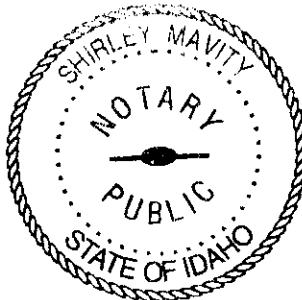


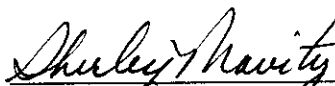
CURT HECKER



BRAD J. WILLIAMS

SUBSCRIBED AND SWORN to before me this 25th day of October, 2002.





Notary Public-State of Idaho
Residing at: Sandpoint
Commission Expires 9-16-03