



CERTIFICATE OF INCORPORATION  
OF

**ELMER H. POTTER MEMORIAL SCHOLARSHIP FUND, INC.**

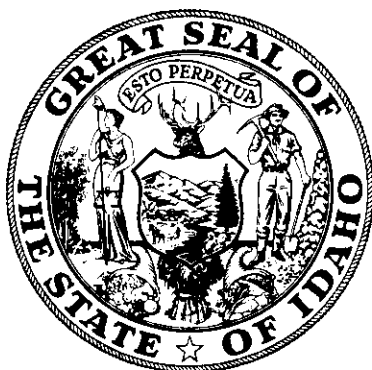
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**ELMER H. POTTER MEMORIAL SCHOLARSHIP FUND, 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 January 13, 19 83.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

RECEIVED

ARTICLES OF INCORPORATION

OF SECRETARY OF STATE

ELMER H. POTTER MEMORIAL  
SCHOLARSHIP FUND, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned all of whom are natural persons of full age and citizens of the United States of America, have this day voluntarily associated ourselves together, and do hereby and by these Articles of Incorporation unite and associate ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Idaho for the purpose hereinafter stated.

I

The name of the Corporation is ELMER H. POTTER MEMORIAL SCHOLARSHIP FUND, INC.

II

This corporation is not formed for profit but, rather is formed exclusively for charitable, religious, educational and scientific purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under the aforesaid Section or the corresponding provisions of any future United States Internal Revenue Law, and to that end the corporation shall have the following powers:

(1) To establish funds for the maintenance and management of all monies or properties both real and personal, tangible or intangible, which may be delivered to the corporation, and to manage such funds to the best interest of and for the purpose of the corporation, and in consistence with, insofar as is possible, the purposes for which such monies and/or properties were delivered to the corporation.

(2) To receive gifts, donations, grants of money or property directly or in trusts, or otherwise, from any foundation, citizen, municipality, state, United States or foreign government delivered to said corporation for any purpose general or incidental to the purposes for which this corporation is formed.

(3) To enter into such contracts and to incur such obligations as are consistent with the objects and purposes of this corporation; but the private property of the officers, directors and members of the corporation shall be exempt from the debts of the corporation, and no officer, director or member shall be individually or collectively liable or responsible for any debts or liabilities of the corporation.

(4) To purchase, lease, or otherwise acquire real or personal property of any kind, tangible or intangible and to sell, exchange, lease, mortgage, or otherwise deal with the whole or any part of such property or rights, and generally do anything or perform any act which shall be necessary and proper to the best interests of said corporation in accomplishing any of the objects and purposes herein set forth.

(5) To borrow money, to issue bonds, debentures, notes and other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to mortgage, pledge, hypothecate or convey in trust or otherwise any or all the property of the corporation to secure the payment thereof.

(6) To invest on behalf of itself or others, any money or property of the corporation and such additional funds as it may obtain, or any interest therein, in any manner; to vary the the investments of the corporation, and generally to sell, exchange or otherwise dispose of, deal with, and turn to account, any of the assets of the corporation.

(7) To endorse, guarantee and secure the payment and satisfaction of loans, bonds, debentures, obligations and evidences of indebtedness, to guarantee and assure the payment or satisfaction of interest on obligations; to assume the whole or any part of the liabilities, existing or prospective, of any person, corporation, firm or association.

(8) To do any and all such other acts, things, business or businesses in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated or calculated, directly or indirectly, to promote the purposes of the corporation, and in carrying on its purposes or for the purpose of attaining or furthering any of its purposes, to do any and all acts and things, and to exercise any and all other powers which a natural person could do or exercise and which now or hereafter may be authorized by law, and in any geographical location.

### III

The duration of this corporation shall be unlimited and perpetual.

### IV

The principal place of business and principal office of the corporation shall be 12093 Hidden Valley Rim Road, Boise, Idaho, 83709, or elsewhere within the State of Idaho as may be directed by the Board of Directors. The registered agent at the registered office of this corporation shall be Benjamin M. Potter who shall serve until otherwise designated pursuant to law.

### V

The names and addresses of the incorporators are:

Benjamin M. Potter	12093 Hiden Valley Rim Rd. Boise, Idaho 83709
Margaret A. Potter	3980 Lamont Meridian, Idaho 83642
W. Anthony Park	P. O. Box 2762 Boise, Idaho 83701

### VI

Any person shall be eligible for membership in this corporation who subscribes to the objects and purposes hereof and such person shall be selected for membership in the manner provided by the Bylaws, which members shall be unlimited in number. There shall be but one class of membership, each member holding equal rights with all other members. Membership certificates shall not be subject to assessment for any purpose of paying expenses, conducting business or paying debts of the corporation.

### VII

The affairs of this corporation shall be conducted by a Board of Directors of at least three in number, with the exact number, manner of selection and qualifications as determined by the Bylaws. Directors of this corporation may, but need not be, members of the corporation, as may be determined by the Bylaws. The initial board of directors is hereby constituted to include the following persons designated by the incorporators to serve until the first election of directors:

Margaret A. Potter	3980 Lamont Meridian, Idaho 83642
Benjamin M. Potter	12093 Hidden Valley Rim Road Boise, Idaho 83709
John Turnbull	Middleton, Idaho 83644
Mary McPherson	909 W. Carlton Avenue Meridian, Idaho 83642
Thomas Stivison	P. O. Box 387 Meridian, Idaho 83642
Paula Hanna	3980 Lamont Meridian, Idaho 83642
W. Anthony Park	P. O. Box 2762 Boise, Idaho 83701

#### VIII

This corporation is not organized for pecuniary profit and shall not issue capital stock; the corporation shall issue membership certificates to each of the members, which certificates shall be non-transferable or assignable except by resolution of the Board of Directors and under such regulations as the Bylaws of this corporation may prescribe. All of the properties and assets of this corporation shall be and are irrevocably dedicated to the purposes for which this corporation is formed and no part of the monies, properties or assets of this corporation, upon dissolution or otherwise, shall inure to the benefit of any member of this corporation or to any private person or individual. In the event of dissolution or liquidation of this corporation all properties and assets remaining after providing for debts and obligations shall be disposed of exclusively for the purposes of the corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as exempt organization(s) under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

#### IX

The members of this corporation, at their annual meeting or at a special meeting called for such purpose, or the Board of Directors of this corporation, shall have the power by majority vote to repeal or amend the Bylaws of this corporation, or to adopt new Bylaws

of this corporation, provided, that any alteration or amendment occasioned by action of the membership shall not then be altered or amended by the Board of Directors.

## X

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, 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 II hereof. No substantial part of the activities of the corporation shall be 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 provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under Section 501 (c) (3) 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).

## XI

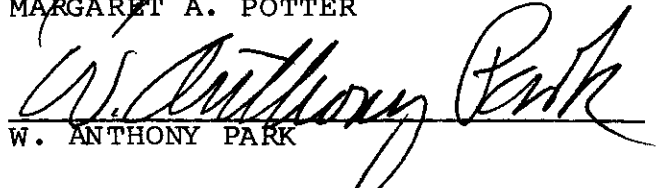
No contract or other transaction between the corporation and any other corporation and no act of the corporation shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers, of such other 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 thereof; any director of this 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 contract or transaction as may any other director. Provided, however, that this Article XI is to be construed to allow the corporation to have the advantage of the financial, business and social contract 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.

IN WITNESS WHEREOF, the undersigned being the first members of the corporation, have caused this instrument to be executed as of this \_\_\_\_ day of \_\_\_\_\_, 1983.

  
BENJAMIN M. POTTER

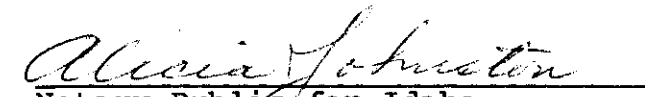
  
MARGARET A. POTTER

  
W. ANTHONY PARK

STATE OF IDAHO     )  
                          ) ss.  
County of Ada     )

On this 12<sup>th</sup> day of January, 1983, before me, the undersigned, a Notary Public in and for said State, personally appeared MARGARET A. POTTER, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same.

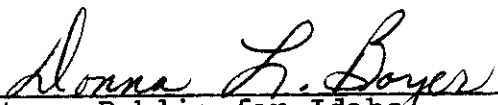
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

  
Notary Public for Idaho  
Residing at Boise, Idaho  
*My Commission Expires 5-23-84*

STATE OF IDAHO     )  
                          ) ss.  
County of Ada        )

On this 12th day of January, 1983, before me, the undersigned, a Notary Public in and for said State, personally appeared BENJAMIN M. POTTER, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he 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.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Boise, Idaho

STATE OF IDAHO     )  
                          ) ss.  
County of Ada        )

On this 12th day of January, 1983, before me, the undersigned, a Notary Public in and for said State, personally appeared W. ANTHONY PARK, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he 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.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Boise, Idaho