



CERTIFICATE OF INCORPORATION
OF

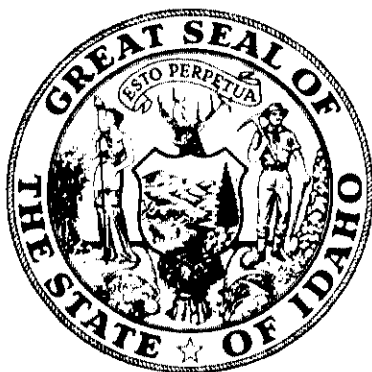
JEROME OPTIMIST SCHOLARSHIP FOUNDATION INC.

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 _____

JEROME OPTIMIST SCHOLARSHIP 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 _____ February 20 _____, 19 91 _____.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF

JEROME OPTIMIST SCHOLARSHIP FOUNDATION INC.

* * * *

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, natural persons of full age, citizens and residents of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and do hereby certify as follows:

ARTICLE I.

The name of the corporation shall be:

JEROME OPTIMIST SCHOLARSHIP FOUNDATION INC.

ARTICLE II.

That subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

ARTICLE III.

The corporation formed herein shall not be for profit and shall be for the purpose of disbursing educational scholarships, from funds received by and invested by the corporation, for which purpose, the corporation shall also exist.

ARTICLE IV.

There shall be no members of the corporation. As such, the Board of Directors of the corporation shall be appointed by Jerome Optimist Club, Inc.

RECEIVED
SEC. OF STATE

1991 FEB 20 PM 8 52

ARTICLE V.

That the principal office and the location and the post office address of the registered office of said corporation shall be 125 N. Buchanan, Jerome, County of Jerome, State of Idaho, and John Yon shall be the registered agent at such address.

ARTICLE VI.

That the number of the Directors of said corporation shall be eleven (11), which number of directors shall be fixed by the By-laws of the corporation. The names and addresses of the initial members of the Board of Directors is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
John Yon	125 N. Buchanan Jerome, ID 83338
Martin E. Gorton	125 N. Buchanan Jerome, ID 83338
Jerry Ridley	125 N. Buchanan Jerome, ID 83338
Catherine M. Jackson	125 N. Buchanan Jerome, ID 83338
Grant Van Houten	125 N. Buchanan Jerome, ID 83338
Jay Gardner	125 N. Buchanan Jerome, ID 83338
Kevin Rexroat	125 N. Buchanan Jerome, ID 83338
Emmett Broiler	125 N. Buchanan Jerome, ID 83338

Jerry Michener 125 N. Buchanan
Jerome, ID 83338

Irene VanderVegt 125 N. Buchanan
Jerome, ID 83338

Candy Andrus 125 N. Buchanan
Jerome, ID 83338

All future members of the Board of Directors shall be elected by the previously sitting Board of Directors.

ARTICLE VII.

All or any meetings of the Board of Directors may be held within or without the State of Idaho.

ARTICLE VIII.

The name and address of the incorporator, is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
John Yon	125 N. Buchanan Jerome, ID 83338

ARTICLE IX.

The number, qualifications, term of office, manner of election, and powers and duties of directors shall be fixed and may be altered from time to time as may be provided in the By-laws.

ARTICLE X.

By-laws shall be adopted by the directors and when so adopted may thereafter be repealed, amended or new By-laws adopted by the directors by two-thirds (2/3) vote of the directors.

ARTICLE XI.

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand this 6th day of February, 1991.

John Yon
John Yon

STATE OF IDAHO)
) ss.
County of Jerome)

On this 6th day of February, 1991, before me, the undersigned, a Notary Public in and for said County and State, personally appeared John Yon, known to me to be the person whose name is subscribed to the within and foregoing Articles of Incorporation, and he 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.

[Signature]
NOTARY PUBLIC FOR IDAHO
Residing at: Jerome, Id.
Commission Expires: 9-1-91



The Jerome Optimist Club, Inc.

P.O. Box 105 • Jerome, Idaho 83338

FRIEND OF YOUTH

January 26, 1990

Secretary of State
Room 203
Statehouse
Boise, ID 83720

RE: Jerome Optimist Scholarship Foundation

Honorable Secretary of State

This letter is being written to you in regards to the above name organization. It is my understanding that in order for the Scholarship Foundation to use the name Jerome Optimist they must have the approval of the Jerome Optimist Club.

As President of the Jerome Optimist Club, and with the approval of the Jerome Optimist Board of Directors, I grant permission for the Jerome Optimist Scholarship Foundation to use the name stated.

I hope this will resolve any problems the Scholarship Foundation may be facing because of the use of the above mentioned name.

Respectfully,

Cheryllyn Van Houten
Cheryllyn VanHouten
President
Jerome Optimist Club

STATE OF IDAHO)
) ss.
County of Jerome)

On this 26 day of January, 1990, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Cheryllyn VanHouten, known to me to be the person whose name is subscribed to the within and foregoing letter, and she to me 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.

James E. Edwards
NOTARY PUBLIC FOR IDAHO
Residing at: Jerome, ID
Commission Expires:

COMMISSION EXPIRES JAN. 4, 1993