

FILED EFFECTIVE

2003 NOV -3 PM 2: 34 ARTICLES OF INCORPORATION

SECRETARY OF STATE
STATE OF IDAHO
OF
THE COOPER FAMILY FOUNDATION, INC.

The undersigned natural person of the age of twenty-one or more years, acting as an incorporator under the provisions of the Idaho Nonprofit Corporation Act adopts the following Articles of Incorporation.

I. NAME.

The name of this Corporation is THE COOPER FAMILY FOUNDATION, INC.

II. PERIOD OF DURATION.

The duration of this Corporation is to be perpetual.

III. NONPROFIT CORPORATION.

This Corporation is a nonprofit corporation and is not organized for the pecuniary benefit of any of its members. No part of the assets, income or profit of the Corporation shall be distributable to, or inure to the benefit of its members, officers or directors, except to the extent permitted under the Idaho Nonprofit Corporation Act.

IV. PURPOSES AND POWERS.

A. Purposes. The purposes for which this Corporation is organized are for exclusively religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, now in effect or as may be amended hereafter. In this regard, the Corporation is organized to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, shall use and apply the whole or any part of the income therefrom and the principal thereof exclusively for religious, charitable, scientific, literary and educational purposes, including contributions to organizations that qualify as exempt organizations under Section 501(c)(3).

IDAHO SECRETARY OF STATE
1978472003 05:00
CK: 3653 CT: 24249 BH: 789840
1 @ 30.00 = 30.00 INC NONP # 2

C 151582

Code of 1986 and Regulations promulgated thereunder as they now exist or as they may hereafter be amended.

B. Powers. This Corporation shall have all the powers, either directly or indirectly, to do any and all lawful acts and to engage in any and all lawful activities which may be necessary, desirable or proper for the furtherance and accomplishment of any or all of the purposes for which the Corporation is organized. Notwithstanding anything contained herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code, now in effect or as may be amended hereafter and which do not violate applicable provisions of the Internal Revenue Code pertaining to private foundations now in effect or as may be amended hereafter, including but not limited to, Sections 4941, 4942, 4943, 4944 and 4945.

V. MEMBERSHIP.

The Corporation shall have no members.

VI. REGISTERED OFFICE AND REGISTERED AGENT.

The address and post office box of the registered office of this corporation are 421 Sabala Street, P. O. Box 5773, Ketchum, Idaho 83340. The name of the initial registered agent of this corporation at that address is CAMERON COOPER.

VII. DIRECTORS.

The number of Directors shall be as specified in the Bylaws of this Corporation and such number may from time to time be increased or decreased in such manner as described in the Bylaws. The initial Board of Directors shall consist of five members. The names and addresses of the persons who are to serve as directors until successors be elected and qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lea Cooper	3227 Morris Hill Road Boise, Idaho 83706
Cameron Scott Cooper	Post Office Box 5773 Ketchum, Idaho 83340

Kelley Cooper

Post Office Box 3879
Ketchum, Idaho 83340

Christin E. Cooper

c/o Glenn Janss
P. O. Box 329
Sun Valley, ID 83353

Brant Gerritt Cooper

Post Office Box 4298
Ketchum, ID 83340

VIII. INCORPORATOR.

The name and address of the incorporator of this Corporation is THOMAS C. PRAGGASTIS, Post Office Box 6090, Ketchum, Idaho 83340.

IX. PROVISIONS FOR REGULATION OF CORPORATION'S INTERNAL AFFAIRS.

A. Meetings of Directors. Meetings of the Directors of this Corporation may be held either within or without the State of Idaho at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

B. Bylaws. The initial Bylaws of this Corporation shall be adopted by its Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the Directors, as set forth in the Bylaws. The Bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Idaho Nonprofit Corporation Act and these Articles of Incorporation.

C. Compensation of Directors. The Board of Directors shall have the authority to make provision for reasonable compensation to its members for their services as directors and fix the basis and conditions upon which this compensation shall be paid. Any director may also serve the corporation in any other capacity and may receive compensation therefrom in any form.

D. Contracts In Which Directors Have an Interest. The Bylaws of the corporation shall provide for the handling of contracts or transactions in which Directors may have a financial interest, whether direct or indirect.

E. Indemnification of Directors and Officers. The Bylaws of the corporation shall provide for the circumstances in which Directors and officers of the corporation may be entitled to indemnification.

X. AMENDMENT OF ARTICLES OF INCORPORATION.

These Articles of Incorporation may be amended in any respect conformable to the laws of the State of Idaho by an affirmative vote of more than two thirds of the Board of Directors entitled to vote in a meeting of Directors called for such purpose as prescribed by law; provided, however, that these Articles of Incorporation shall in no event be amended in any manner so as to change this Corporation from a nonprofit corporation to a corporation organized or operated for pecuniary benefit; nor shall the Articles of Incorporation be amended so as to make the purposes of the Corporation inconsistent with the purposes specified herein.

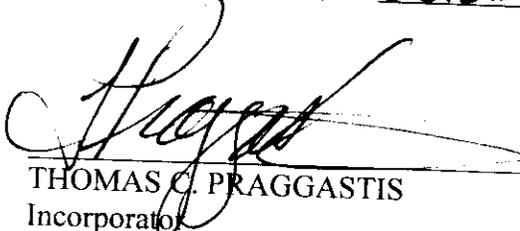
XI. PROHIBITED ACTIVITIES.

No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

XII. DISTRIBUTION ON DISSOLUTION.

Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation nor any of the proceeds shall be distributed to or inure to the benefit of any of the members, directors or officers of the Corporation, but all such property and proceeds, subject to the discharge of valid obligations of the Corporation and to the applicable provisions of the Idaho Nonprofit Corporation Act, shall be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code, as amended, or to the Federal government, or a state or local government, for a public purpose.

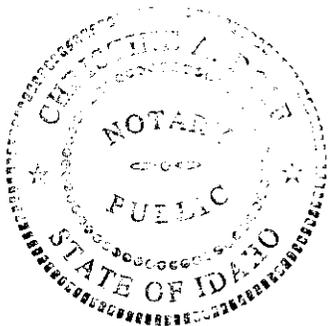
IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executes these Articles of Incorporation, in duplicate, this 30 day of October, 2003.


By: THOMAS C. PRAGGASTIS
Its: Incorporator

STATE OF IDAHO)
 SS.
County of Blaine)

On this 30th day of October, 2003 before me, the undersigned, a Notary Public in and for said State, personally appeared THOMAS C. PRAGGASTIS, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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



Christine A. Raef
Notary Public for Idaho
Residing at Blaine County
Commission expires 6.6.2005