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2002 DEC 11 PM 2:06

SECRETARY OF STATE
STATE OF IDAHO

**Articles of Incorporation
of
The Mini-Cassia Reading Foundation, Inc.**

The undersigned, in order to form a non-profit corporation pursuant to the laws of the State of Idaho, hereby signs and verifies the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is The Mini-Cassia Reading Foundation, Inc..

ARTICLE II

Duration

The duration of the corporation shall be perpetual.

ARTICLE III

Initial Office

The initial registered office of the corporation is 20504 4th St. Acequia, Rupert, Idaho 83350, and the initial registered agent at such address is Terry Garner, Executive Director.

ARTICLE IV

Articles of Incorporation of the
Mini-Cassia
Reading Foundation

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IDaho SECRETARY OF STATE
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Purpose and Powers

Section 4.1: Purpose: The purpose of this corporation is:

to ensure that every child reads with an adult for 20 minutes each day, with the ultimate goal that every child will proficiently read at grade level upon completion of the third grade. Families and communities are the foundation of this reading effort.

This organization is organized as and will be operated as an affiliate of the National Children's Reading Foundation.

Section 4.2: Limitations.

Stock and earnings. The corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any trustee, officer, or member of the corporation, or any private individual.

Rights upon dissolution. No member, trustee or officer of the corporation, nor any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation, or the winding up of its affairs. Upon such dissolution or winding up, all the remaining assets of the corporation shall be distributed by the Board of Trustees for the identical uses and purposes to any other organization which would then qualify for exemption under the provisions of Section 501(c)(3) of the Internal Revenue Code as now stated, or as it may be hereafter amended.

Political involvement. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation exception as may be permitted to Section 501(c)(3) organizations by the Internal Revenue Code, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Other Federal Tax limitations. Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on activities not permitted to

be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as now stated, or as it may be hereafter amended, or by organization contributions which are deductible under Section 170(c)(2) of such Code as now stated, or as it may be hereafter amended.

Section 4.3. Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or by these Articles of Incorporation or By-Laws, this organization shall have all powers which now or are hereafter conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purpose of this organization.

ARTICLE V

Management

Section 1. Board of Directors. The management of the corporation shall be vested in a board of no less than five (5) Directors. The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of the Directors shall be such as are prescribed by this organization's By-Laws.

Section 2. Initial Management. The names and addresses of the Directors who shall first manage the affairs of the corporation until the first annual meeting of the directors, as provided in the By-Laws, and until their successors are elected and qualified, are:

(3-5 names here)

Name	Address	City	State Zip
Bob and Margaret Cameron	114 S Meridian	Rupert, ID	83350
Patricia Hansen	506 D	Rupert, ID	83350
Terry L. Garner	157 N 200 W	Rupert, ID	83350
Becky Hunsaker	501 Riverside Dr.	Burley, ID	83318

ARTICLE VI

Incorporators

The name and address of the incorporator is:

Lynn Fielding 114 Vista Way, Kennewick, WA 99336

ARTICLE V

Members

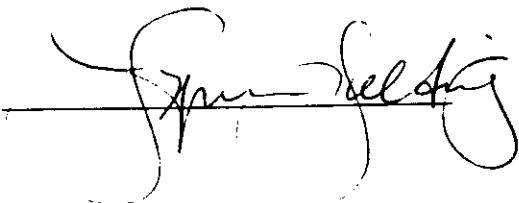
This corporation shall have members as set forth in the By-Laws. Voting rights shall also be as set forth in the By-Laws.

ARTICLE VIII

Amendment

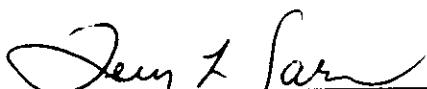
The authority to make, alter, amend or repeal these Articles and to adopt, make, alter or repeal By-Laws is vested in the Board of Trustees and members, and may be exercised at any properly constituted meeting of the members or directors by a two-thirds (2/3) majority vote of those present provided that the proposed change shall have been included in the notice of the meeting.

IN WITNESS WHEREOF, we have hereunto set our hand this 28th day of September, 2002.



CONSENT TO SERVE AS REGISTERED AGENT

I, TERRY GARNER, hereby consents to serve as Registered Agent, in the State of Idaho, for the following The Mini-Cassia Reading Foundation, Inc. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the said corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.



Terry Garner, Registered Agent
20504 4th St. Acequia
Rupert, ID 83350