

**ARTICLES OF INCORPORATION
OF
CHARITABLE GIFTS, INCORPORATED**

ARTICLE I

The name of the corporation is Charitable Gifts, Incorporated (hereinafter the "Corporation").

ARTICLE II

The registered office of the Corporation in the State of Idaho is 1008 Johnson Street, Boise, Idaho 83705. The registered agent at that address is Jane Daly.

ARTICLE III

The Corporation is organized as a not for profit public charity to solicit and distribute gifts to charitable, educational, scientific and religious institutions which are within the purview of the Corporation's donors. The Corporation shall distribute its monies only for charitable, educational, scientific and religious purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including distributions to organizations that qualify as exempt under that Section 501(c)(3) and specifically for the purpose of administering property donated to the Corporation for charitable, educational, scientific and religious purposes. Regardless of other provisions of these articles, the Corporation shall not carry on any activities not permitted for a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or for a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. No substantial part of the Corporation's activities shall be to carry on propaganda or attempt to influence legislation, nor shall the Corporation participate in any political campaign for any candidate for public office, including the publishing or distribution of statements. No part of the net earnings of the Corporation shall benefit or be distributable to the Corporation's directors, officers or other private persons, except in the form of reasonable compensation.

ARTICLE IV

The Corporation shall have no authority to issue capital stock. The qualifications and rights of the Board of Directors of the Corporation shall be determined in the bylaws of the Corporation.

ARTICLE V

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The Corporation will have no members.

JUL 21
IDaho SECRETARY OF STATE
07/21/1997 09:00
CK: 964 CT: 2618 BH: 23129
1 @ 38.00 = 38.00 INC MONIES
STATE
PM '97

C120273

ARTICLE VI

The Corporation shall, to the fullest extent permitted by Section 30-3-88 of the Idaho Nonprofit Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such position, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person. Any repeal or modification of this paragraph by the Board of Directors of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of the indemnified persons existing at the time of such repeal or modification.

ARTICLE VII

In furtherance and not in limitation of the Powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to make, amend and repeal the bylaws of the Corporation.

ARTICLE VIII

The number of persons to serve on the Board of Directors of the Corporation will be fixed by the bylaws of the Corporation. The Corporation shall have seven (7) initial directors who shall serve until their successors are duly elected and qualified. The names and addresses of each initial director are:

<u>Name</u>	<u>Address</u>
Lorraine Legg	655 Montgomery Street, Suite 800 San Francisco, California 94111
Jane Daly	1008 Johnson Street Boise, Idaho 83705
Gretchen Pierce	P.O. Box 1341 Eugene, Oregon 97440
Dan Duncan	225 E. Main Street, Suite 301 Mesa, Arizona 85201
Edwin Darby	2703 W. Logan Boulevard Chicago, Illinois 60647

Michael Lucash

One McIroy Plaza, Suite 302
Fayetteville, Arkansas 72701

William H. Taylor

200 E. 57th Street, Apt. 16N
New York, New York 10022

ARTICLE IX

The Corporation shall have perpetual existence.

ARTICLE X

The Board of Directors of the Corporation shall have the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner and subject to the limitations now or hereafter prescribed by statute.

ARTICLE XI

Meetings of the Board of Directors of the Corporation may be held outside the State of Idaho, if the bylaws so provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Idaho at such place or places as may be designated from time to time by the Board of Directors or in the bylaws of the Corporation. Elections of directors need not be by ballot unless the bylaws of the Corporation shall so provide.

ARTICLE XII

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Richard A. Cummings	960 Broadway Avenue, Suite 400 Boise, Idaho 83706

The power of the incorporator shall terminate upon filing this Certificate of Incorporation with the Secretary of State of Idaho.

ARTICLE XIII

At all elections of Directors of the Corporation, each Director shall be entitled to one vote to cast for the election of Directors.

ARTICLE XIV

The assets of the Corporation shall be dedicated solely to achieving the purposes set forth in Section 501(c)(3) of the Code. No dividend may be paid and no part of the income or profit of the Corporation may be distributed to or inure to the benefit of the directors or officers of the Corporation; provided, however, the Corporation may pay reasonable compensation to its directors or officers for services rendered. Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

ARTICLE XV

The Corporation is intended to be an organization which not only is exempt from federal income tax under Section 501(c)(3) but also is a public charity. Notwithstanding the foregoing, if the Corporation becomes a private foundation, as defined in Section 509 of the Code, while it is a private foundation, the Corporation:

- (a) shall not engage in any act of self-dealing as defined in Section 4941(d) thereof;
- (b) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income Imposed by Section 4942 thereof;
- (c) shall not retain any excess business holdings as defined in Section 4943(c) thereof;
- (d) shall not make any investment in such manner as to subject it to tax under Section 4944 thereof; and
- (e) shall not make any taxable expenditures as defined in Section 4945(d) thereof.

I, THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation under the laws of the State of Idaho, do make, file and record this Certificate of Incorporation, do certify that the facts herein stated are true, and, accordingly, have hereto set my hand this 17 day of July, 1997.


RICHARD A. CUMMINGS