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SECRETARY OF STATE
STATE OF IDAHO

Articles Of Incorporation

Of

Stanley Sawtooth Foundation Inc.

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under provisions of Title 30, Chapter 3, Idaho Code, the Non-Profit Corporation Law of The State of Idaho, submits the following Articles of Incorporation to the Secretary of State and, do hereby certify:

ARTICLE I: NAME

The name of this corporation shall be **Stanley Sawtooth Foundation Inc.**

ARTICLE II: PURPOSE

This corporation is organized exclusively for charitable, scientific and educational purposes, more specifically to ensure the growth and preservation of the historic community of Stanley, Idaho, it's human, physical and natural resources, including the majestic Sawtooth mountains. This corporation is not organized for the private gain or profit of any person. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III: EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or others private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.

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2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV: DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE V: MEMBERSHIP

The corporation shall have no voting members.

ARTICLE VI: BOARD OF DIRECTORS

The management of the affairs of the corporation shall be vested in a Board of Directors, as set forth in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The number of Directors constituting the first Board of Directors is Five (5), their names and addresses being as follows:

Name	Paul Frantellizzi
Address	1 Merit Lane Stanley, Idaho 83278

Name	Pamela Peters
Address	1 Merit Lane Stanley, Idaho 83278

Name	Robin George
Address	38 Bayview Place, Staten Island, New York 10304

Name	Martin Novar
Address	41 Madison Avenue, Suite 5B, New York, New York 10010

Name	Tom Peterson
Address	P.O. Box 143, Stanley, Idaho 83278

Members of the first Board of Directors shall serve until the first annual meeting, at which their successors shall be duly elected and qualified, or removed as provided in the bylaws.

ARTICLE VII: PERSONAL LIABILITY

No member, officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officer, or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VIII: DISSOLUTION

Upon the dissolution of the organization, after paying or adequately providing for the debts, obligations, and liabilities, the remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue 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. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI: PRINCIPAL OFFICE/MAILING ADDRESS

The mailing address of the corporation is 1 Merit Lane, Stanley, Idaho 83278. The principal office of the corporation shall be in the city of Stanley, Idaho.

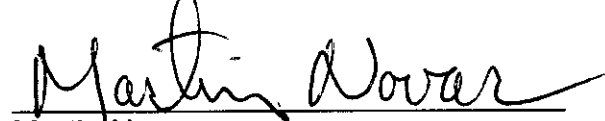
ARTICLE X: REGISTERED AGENT/ REGISTERED FFICE

The registered agent of the corporation is Paul Frantellizzi. The registered office is located at 1 Merit Lane Stanley, ID 83278.

ARTICLE XI: INCORPORATOR

The incorporator of this corporation is Martin Novar, Esq. residing at: 41 Madison Avenue, Suite 5B, New York, New York 10010.

The undersigned incorporator certifies that he executes these articles for the purposes herein stated.

A handwritten signature in black ink that reads "Martin Novar". The signature is written in a cursive, flowing style. Below the signature is a horizontal line.

Martin Novar

Date: December 5, 2001