

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

UTAH-IDAHO DISTRICT KIWANIS 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 UTAH-IDAHO DISTRICT KIWANIS 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: November 29, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Sonya Coulson

Corporation Clerk

RECEIVED
SEC. OF STATE
91 NOV 29 AM 11 13

ARTICLES OF INCORPORATION

OF

UTAH-IDAHO DISTRICT KIWANIS FOUNDATION, INC.

* * * * *

FIRST: The name of said Corporation shall be: UTAH-IDAHO DISTRICT KIWANIS FOUNDATION, INC.

SECOND: The principal office of said Corporation for transactions of business, is c/o Stanley E. Snow, 516 2nd Street E., Twin Falls, ID 83301. The registered agent is Stanley E. Snow, whose address is: 516 2nd Street E., Twin Falls, ID 83301.

THIRD: Said Corporation shall have perpetual existence.

FOURTH: (a) The purposes which said Corporation is formed are to assist needy persons, particularly young people; to assist worthy youth in attaining vocational excellence, and to aid handicapped persons in regaining happy, useful lives through the expending of funds directly for such purposes or by furnishing funds to other organizations organized for charitable, scientific research or educational purposes, or for the prevention of cruelty to children, all within the purview of §501(c)(3) of the Internal Revenue Code and the Regulations thereunder.

(b) The Specific Purposes will be added under the By-Laws.

FIFTH: Said Corporation is organized pursuant to the General Non-Profit Corporation Law of the State of Idaho.

SIXTH: The number of directors of said Corporation shall be seven (7).

SEVENTH: The names and addresses of those chosen to serve as directors until the selection and qualification of his successors are:

STANLEY SNOW, CPA
516 2ND STREET E.
TWIN FALLS, IDAHO 83301

BOB CAMERON
115 S. MERIDIAN
RUPERT, ID 83350

EIGHTH: The authorized number and qualifications of members of said Corporation, the different classes of membership, if any, property, voting, other rights and privileges of members and their liability to dues or assessments and the method of collection thereof, shall be set forth in the By-Laws. All

members, officers, directors and/or trustees shall be active, privilege or senior members of the UTAH-IDAHO DISTRICT OF KIWANIS INTERNATIONAL.

NINTH: Said Corporation does not contemplate the distribution of gains, profits or dividends to the members thereof, and is organized for **NON-PROFIT** purposes; no part of any net earnings or assets thereof shall inure to the benefit of any members or any other individual.

TENTH: In the event of dissolution of said Corporation, after paying or adequately providing for the debts or obligations of Corporation, the directors, or persons in charge of liquidation, shall grant, convey, assign and transfer the remaining assets of Corporation unto:

(1) A state, territory, possession of the United States, or any political subdivision of any of the foregoing; or to the United States or the District of Columbia, to be used exclusively for public purposes.

(2) A Corporation, trust, or community chest, fund or foundation:

(a) Created or organized in the United States or in any possession thereof, or under the law of the United States, any state or territory, the District of Columbia, or any possession of the United States;

(b) Organized and operated exclusively for religious, charitable, scientific, literary, or education al purposes, or for the prevention of cruelty to children or animals;

(c) No part of the net earnings of which inures to the benefit of any private shareholder or individual; and

(d) No substantial part of the activities of which is carrying on propagands, or otherwise attempting to influence legislation.

The assets transferred to any organization listed above, shall be used within the United States, or any of its possessions, exclusively for the purposes specified in subparagraph (b).

No such organization listed above shall qualify for distribution unless such organization shall be an organization, association, fund, or foundation organized and operated

exclusively for charitable, religious, scientific or educational purposes which is a tax-exempt, non-profit Corporation under the United States Internal Revenue Code, and which is recognized as such by the United States Bureau of Internal Revenue.

If said Corporation holds any assets in trust at the time of dissolution thereof, such assets shall be disposed of in such manner as may be directed by Decreed of the Superior Court in the county which the dissolved Corporation had its principal office, upon petition therefor by the Attorney General, or any person concerned in the liquidation.

ELEVENTH: (a) Said Corporation and its members will, at all time, abide and be governed and controlled by the Constitution, By-Laws and Policies of Kiwanis International now in force or hereafter, from time to time, adopted, insofar as any provision of such Constitution and By-Laws my be applicable; (b) said Corporation will comply with all such conditions and requirements as Kiwanis International my prescribe; (c) whenever requested by the Board of Trustees of Kiwanis International, said Corporation shall dissolve or change its form organization, as may, from time to time, be requested by said Board; and (d) no amendments to the Articles of Incorporation or corporate By-Laws or change in the purpose of said Corporation, shall be made without the consent of Kiwanis International.

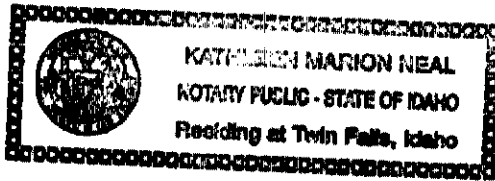
IN WITNESS WHEREOF, The persons who are to act in the capacity of first directors of said Corporation, have hereunto set their hands the 20th day of November, 1991.


STANLEY E. SNOW

STATE OF IDAHO)
) ss.
County of Twin Falls)

I, LAMAR M. NEAL, a notary public, do hereby certify that on this 20th day of November, 1991, personally appeared before me STANLEY E. SNOW, who, being by me first duly sworn, declared that he is the Director of UTAH-IDAHO DISTRICT KIWANIS

FOUNDATION, INC., that he signed the foregoing instrument as Director of said corporation, and that the statements therein contained are true.



Kathryn Marion Neal
NOTARY PUBLIC FOR IDAHO
Residing at: Twin Falls
My Commission Expires: 9/1/96

Bob Cameron
BOB CAMERON

STATE OF IDAHO)
 : ss.
County of Twin Falls)

I, Dorothy Jean Sparks, a notary public, do hereby certify that on this 21st day of November, 1991, personally appeared before me BOB CAMERON, who, being by me first duly sworn, declared that he is the Director of UTAH-IDAHO DISTRICT KIWANIS FOUNDATION, INC., that he signed the foregoing instrument as Director of said corporation, and that the statements therein contained are true.

Dorothy Jean Sparks
NOTARY PUBLIC FOR IDAHO
Residing at: Rupert, Id
My Commission Expires: 8/18/93