



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

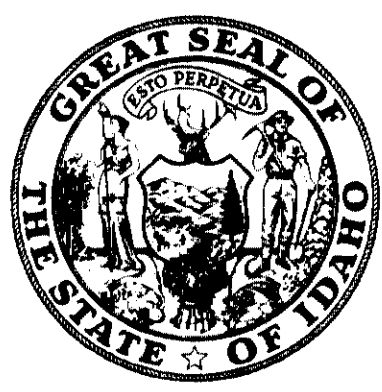
STEVENS' FOUNDATION, INC.

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 _____
STEVENS' 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 _____ **October 9** _____, 19 **91** .



Pete T. Cenarrusa

SECRETARY OF STATE

Lucy J. Clark
Corporation Clerk

ARTICLES OF INCORPORATION
OF
STEVENS' FOUNDATION, INC.

Oct 9 3 35 PM '91
SECRETARY OF STATE

In compliance with the requirements of the law of Idaho relating to nonprofit corporations and acts amendatory and supplemental thereto, including particularly Idaho Code Section 30-201, the undersigned natural person, being of full age and a resident of the United States, in order to form a nonprofit corporation for the purposes hereinafter stated, does hereby as incorporator, adopt the following Articles of Incorporation and certify:

ARTICLE I

The name of this Corporation is STEVENS' FOUNDATION, INC., hereinafter called the "Corporation."

ARTICLE II

This Corporation is a nonprofit benefit corporation and is not organized for the private gain of any person. The duration of this Corporation is perpetual. It is organized pursuant to the Idaho Nonprofit Corporation Act, Idaho Code Section 30-301, et seq., now existing or as the same may be hereinafter amended, and pursuant to the Private Foundations and Charitable Trusts Act, Idaho Code Section 68-1201, et seq., now existing or as the same may be hereinafter amended.

ARTICLE III

The charitable purposes for which this Corporation is organized include, but are not limited to, providing funds,

property and loans to needy individuals in the Boise Valley area or other charitable and nonprofit corporations, organizations or entities which provide services or funds to needy people, to directly provide services specially designed to meet the physical, social and psychological needs of needy people in the Boise Valley area and to promote their health, security, happiness, education and well-being.

ARTICLE IV

The name and address in this state of the Corporation's initial agent and service for process is Larry Stevens, 321 West Thornberry Drive, Boise, Idaho, 83702.

ARTICLE V

(a) The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall inure to the benefit of any director, officer or member of this Corporation.

(b) Upon the winding up and dissolution of this Corporation, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property. After paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation other than one created for religious purposes, which has established and maintained its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

(c) No substantial part of the activities of this Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation; nor shall this Corporation participate in, or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

(d) The Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI

(a) The authorized number and qualifications of members of the Corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of each class of membership, and the liability of all classes to dues or assessments and the method of collection thereof, shall be prescribed and set forth in the By-Laws of the Corporation.

(b) The By-Laws of the Corporation shall be as adopted by the initial board of directors and thereafter may be amended, repealed or added to by the board of directors.

(c) The number of directors of this Corporation shall be provided in the By-Laws and shall be elected by the members of the Corporation. The directors shall serve without compensation.

(d) The names and addresses of the initial incorporator and the initial director, subject to expansion as provided in the Corporation's By-Laws, is:

Joann Stevens

321 West Thornberry Drive
Boise, Idaho 83702

(e) Except as otherwise provided in the Corporation's By-Laws, the existing director(s) may elect successor directors.

ARTICLE VII

No member of this Corporation shall be personally liable for the debts, liabilities or obligations of the Corporation.

ARTICLE VIII

The Board of Directors shall elect the following officers: president, vice president, treasurer and secretary, and such other officers as the By-Laws of this Corporation may authorize the Board of Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Idaho, I, the undersigned incorporator of this Corporation, has executed these Articles of Incorporation this 9th day of October, 1991.

Joann Stevens
Joann Stevens