

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

FOX TRIBE OPPORTUNITIES & RESOURCES, INC.

File number C 111568

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 FOX TRIBE OPPORTUNITIES & RESOURCES, 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: August 2, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Mrs. Sipe*

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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
FOX TRIBE OPPORTUNITIES & RESOURCES, INC.**

ARTICLE I

Name

The name of the Corporation shall be Fox Tribe Opportunities & Resources, Inc.

ARTICLE II

Principal Office and Registered Agent

The name and address of the Registered agent of the Corporation is

Michelle J Waits
Corner of Geadreau & Adams Alley
Blanchard, ID

ARTICLE III

Existence

The existence of the Corporation shall be perpetual.

ARTICLE IV

Purposes

The purpose of the Corporation shall be to operate exclusively for charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. The primary purposes of the Corporation shall be solicit contributions to and for the benefit of indigent persons; to hold, receive, invest and administer contributions and other property; to make expenditures to or for the benefit of indigents; and to promote and support directly or indirectly the general health and welfare of indigent persons. For the purposes of the existence of this Corporation, the term "Indigent Person" shall be recognized to include but not be limited to : persons that are for whatever reasons discouraged, depressed, or miserable in financial, emotional, physical or spiritual ways, and that such persons appear to be able to benefit from assistance that is intended to encourage such people to blend themselves into the mainstream of society as contributing members.

ARTICLE V

Limitations

(A) The Corporation shall have no capital stock, and no part of it's net earnings shall enure to the benefit of any director or officer of the Corporation, or to any private individual that the Corporation was not intended to benefit as an indigent person.

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(B) Upon the dissolution or winding down of the Corporation's affairs; no director, officer or any private individual shall be entitled to share in the distribution of any corporate assets. Upon such dissolution of the Corporation any and all corporate assets shall be distributed by the Board of Directors to any charitable organization that is recognized as such by any government agency.

(C) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as may be permitted by Section 501(c) (3) of 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 or in opposition to any candidate for public office.

(D) 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 from federal income tax under Section 501(c) (3) of the Internal Revenue Code.

ARTICLE VI

Powers

In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Articles of Incorporation or Bylaws; the Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purpose set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purpose.

ARTICLE VII

Management

Subject to the provisions of the laws of the State of Idaho, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, the directors and stockholders:

(A) The books of the Corporation may be kept outside the State of Idaho at such place or places as may be from time to time designated by the Board of Directors.

(B) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, except as otherwise provided by statute or the Bylaws.

(C) An increase in the number of the directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided by the Bylaws. Any director or any officer elected or appointed by the Board of Directors may be removed at any time, in such a manner as shall be provided in the Bylaws.

(D) The Board of Directors shall have the power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted from time to time.

(E) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefore may be made either to the Corporation or directly to a charitable organization that is recognized as such by any government agency.

(F) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided, that the fact that such interest shall have been disclosed to the other directors of the Corporation acting upon or with reference to such contract or transaction.

(G) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

ARTICLE VIII

Membership

The Corporation shall not have members.

ARTICLE IX

Directors

The names and addresses of the directors/incorporates who will manage the affairs of the Corporation until the first annual meeting of the Board of Directors as provided by the Bylaws, and until their successors and or peers are qualified and elected, are;

President

Louis E Fayant
PO Box 1234
Priest River, ID 83856

Vice President

Dora Grantski
221 Schoolhouse Road
Newport, WA 99156

Secretary/Treasurer

Michelle J Waits
PO Box 0158
LaCleda, ID 83841

WE, THE UNDERSIGNED, the incorporates hereinbefore named, for the purpose of forming a corporation pursuant to the Nonprofit Corporation Law of the State of Idaho, do make this Certificate, hereby declaring and certifying that this is our act and deed and

the facts herein stated are true, and accordingly have hereunto set our hand this 22nd day of July 1995.


Louis E Fayant, Incorporator


Dora Grantski, Incorporator


Michelle J Waits, Incorporator