



CERTIFICATE OF INCORPORATION  
OF

IDAHO EDUCATIONAL PUBLIC BROADCASTING FOUNDATION, INC.

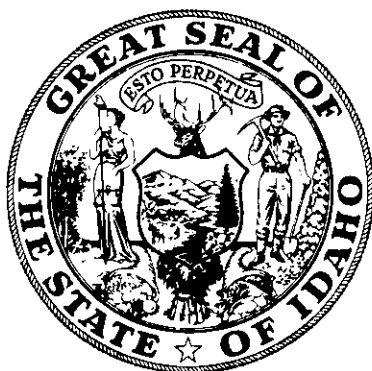
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

IDAHO EDUCATIONAL PUBLIC BROADCASTING 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 July 18, \_\_\_\_\_, 19 84.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

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SECRETARY OF  
STATE

## ARTICLES OF INCORPORATION

of

IDAHO EDUCATIONAL PUBLIC BROADCASTING FOUNDATION, INC.

### KNOW ALL MEN BY THESE PRESENTS:

The undersigned, each being a natural person of full age and citizen of the United States of America, desiring to form a non-profit corporation under the provisions and laws of the State of Idaho, do hereby certify the following Articles of Incorporation:

### ARTICLE I

The name of the corporation shall be the IDAHO EDUCATIONAL PUBLIC BROADCASTING FOUNDATION, INC., and its duration shall be perpetual.

### ARTICLE II

The location and post office address of this corporation shall be at

1910 University Drive  
Boise, Ada County, Idaho 83725

The registered agent shall be Jack A. Schlaefle.

### **ARTICLE III**

The foundation shall have a Board of Directors, in which shall be vested all of the power and authority to supervise, control, direct and manage the property, affairs and activities of the foundation. The rights, powers and privileges of the directors shall be fixed in the by-laws. The by-laws of the foundation may, from time to time, be altered, amended, suspended, repealed or new by-laws adopted by a resolution adopted by a two-thirds majority of the entire Board of Directors of the foundation.

The number of directors shall not be less than four (4). The maximum number of directors will be fixed in the by-laws. The incorporators and initial Board of Directors are the same, and consist of those signing Article IX of this document. The Board of Directors shall constitute the entire membership of the corporation.

### **ARTICLE IV**

The exclusive purposes of this foundation are: (1) to promote the development and use of the Idaho Educational Public Broadcasting System; (2) to provide funds for the production, recording, distribution, presentation and broadcast of non-commercial programs for cultural, scientific and civic purposes on a non-profit basis; (3) to promote the cultural, educational and civic welfare of the citizens in the State of Idaho and the citizens in communities served by KAID-TV, Channel 4, KISU-TV, Channel 10, and KUID-TV, Channel 12; (4) to have and exercise all powers necessary or convenient to affect any or all of the purposes for which the foundation is formed; and (5) to solicit, receive and expend funds and property to carry out any or all purposes of the foundation.

### **ARTICLE V**

No part of the net earnings of the foundation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

No substantial part of the activities of the foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the foundation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the foundation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this foundation.

#### **ARTICLE VI**

The foundation shall not be dissolved except following the favorable vote of a majority of the membership at a meeting duly called for the purpose. Upon dissolution, all assets belonging to the foundation, after due provision for any liabilities then outstanding and unpaid, shall be paid over to the Idaho State Board of Education, or such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, as the members shall determine.

#### **ARTICLE VII**

No members of the Board of Directors and no officer duly appointed by the Board shall have any personal liability for acts performed in his or her official capacity in good faith, nor shall any such director or officer be liable for nonfeasance or misfeasance in the performance of duties, but only in case of malfeasance. The foundation shall indemnify the members of its Board of Directors, its officers, agents and employees against any and all expenses and liabilities, including attorney's fees and other costs, which they or any of them incur in connection with any suit or suits which may be brought against them or any of them involving or pertaining to any of their official acts or duties (whether it be alleged that such acts are ultra vires or otherwise), provided only that in such suit or suits no personal liability is finally established against them incident to any act of malfeasance on their part. This provision shall not be deemed to prevent compromise of any such litigation when such compromise is deemed advisable.

#### **ARTICLE VIII**

The members of the foundation shall have the power by a two-thirds majority of the entire membership of the foundation to amend the Articles of Incorporation from time to time.

**IN WITNESS WHEREOF**, we have hereunto subscribed our names  
this      day of July, 1984.

## ARTICLE IX

The incorporators and initial Board of Directors are the same consisting of the following persons:

Ralph J. McAdams

Ralph J. McAdams  
1718 N. 17th Street  
Boise, ID 83702

Jack A. Schlaefle

Jack A. Schlaefle  
2863 North Mountain Road  
Boise, ID 83703

Larry G. Selland

Larry G. Selland  
2902 Lancaster Drive  
Boise, ID 83702

Janet S. Hay  
Scott R. Simplot

Janet S. Hay  
328 Winther Blvd.  
Nampa, ID 83651

Scott R. Simplot  
577 W. Curling Drive  
Boise, ID 83702

On this 18 day of July, 1984, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared Ralph J. McAdams, Jack A. Schlaefle, Larry G. Selland, Janet S. Hay, and Scott R. Simplot and known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and applied my official seal the day and year in this certification first hereinabove written.

Wayne Lidenichs  
NOTARY PUBLIC FOR IDAHO  
Residing in Boise, Idaho

My commission expires

5-15-85 Life