

# State of Idaho

## Department of State

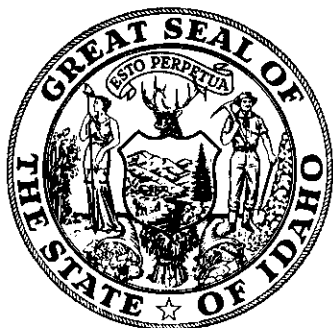
### CERTIFICATE OF AMENDMENT OF

POST FALLS EDUCATION FOUNDATION, INC.  
File Number C 77601

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of POST FALLS EDUCATION 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: August 18, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *L. D. [Signature]*

AUG 18 8 53 AM '95

SECRET  
STATE

SECOND ARTICLES OF AMENDMENT AND RESTATEMENT  
of the  
ARTICLES OF INCORPORATION  
of the  
POST FALLS EDUCATION FOUNDATION, INC.

To the Secretary of State of the State of Idaho:

WHEREAS the Post Falls Education Foundation, Inc. was  
incorporated on January 9, 1985, and

WHEREAS the Board of Directors of said corporation has  
Articles of Amendment to the Articles of Incorporation of  
said corporation on September 16, 1985, and

WHEREAS said Articles of Amendment erroneously failed to  
indicate the deletion of Article IX of the original Articles  
of Incorporation, which text was merged into the amendment of  
Article XII, and

WHEREAS the Board of Directors of said corporation  
without members has modified its By-Laws to restructure the  
corporation as a non-profit corporation with members,  
together with other amendments to its Articles of  
Incorporation.

NOW, THEREFORE, by majority vote of the existing Board of  
Directors of a non-profit corporation without members, at a  
properly conducted special meeting do hereby amend and  
restate the Articles of Incorporation of said corporation to  
read as follows:

I.

The name of the corporation is the POST FALLS EDUCATION  
FOUNDATION, INC.

II.

The corporation is a non-profit corporation.

III.

The corporation was organized exclusively for religious,  
charitable, scientific, literary, or educational purposes  
within the meaning of Section 501 (c)(3) of the Internal  
Revenue Code.

IDAHO SECRETARY OF STATE

8/18/95 9:00:00 AM  
Customer # 27421  
IVC960009045 16384

CORPORATION NON PROFIT AMENDMENT

1 @ 30.00 = 30.00

The purpose for which the corporation is formed is to promote and foster the improvement of public education in School District 273 by providing financial support from outside the public school system to supplement the resources of the School District in areas that will directly improve classroom instruction and increase community pride in public education.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code.

IV.

The period of existence of the corporation shall be perpetual.

V.

The post office address of the corporation is P.O. Box 878, Post Falls, Idaho, 83854. The name of the registered agent of the corporation is Freeman B. Duncan. The location of the registered agent is 503 S. Shoreline Court, Post Falls, Idaho, 83854.

VI.

The name and address of the current Board of Directors is as follows:

<u>Name</u>	<u>Address</u>
Cort Wilcox	3208 E. 1st Ave. Post Falls, ID 83854
Duane Cone	1121 Mullan Coeur d'Alene, ID 83814
Jeanne Hayes	25 S. Sequoia Post Falls, ID 83854
Julie Latina	P.O. Box 909 Post Falls, ID 83854
Ron Jacobson	111 Bentley Place Post Falls, ID 83854

Jim Hammond

4500 Sterling Court  
Post Falls, ID 83854

Peter Faust

P.O. Box 1208  
Post Falls, ID 83854

Jack Sjostrom

322 Timberloop Drive  
Post Falls, ID 83854

Dick Harris

205 W. Mullan Ave.  
Post Falls, ID 83854

VII.

The Board of Directors of the corporation shall be comprised of no less than five (5) and no more than fifteen (15) members of the corporation.

VIII.

The membership of the corporation shall be comprised of business, civic and individual members as defined in the By-laws of the corporation.

IX.

In addition to the powers and authority granted to the Board of Directors of the corporation under Idaho Law, the Board of Directors of the corporation shall have additional powers and authority not inconsistent with Idaho Law as set forth in the By-laws of the corporation.

X.

The name of the original incorporator was Mike Wytychak. The street address of the original incorporator was 1010 Ironwood Drive, Coeur d'Alene, Idaho, 83814.

XII.

It is the intent of this corporation to act as a tax exempt organization to which deductible gifts may be made pursuant to the terms of the Internal Revenue Code of 1954 as amended. To that end, this corporation shall be subject to all the restrictions and requirements now or hereafter imposed by the United States Internal Revenue Code of 1954, as amended, and any rules and regulations duly and properly

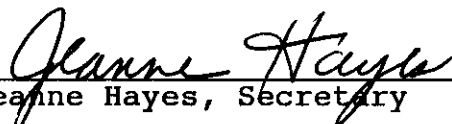
promulgated in the application and interpretation of said Code with which compliance is required for qualification as a tax exempt organization. In particular, in any year in which this corporation is a "private foundation" as that term is defined in the IRC of 1954, its income must be distributed at such times and in such manner as not to subject this corporation to taxes under Section 4942, Internal Revenue Code, or the regulations promulgated pursuant thereto, and the corporation shall not engage in any self-dealing as defined in Section 4941, Internal Revenue Code, or the regulations promulgated pursuant thereto, and shall not retain any excess business holdings as defined in Section 4944, Internal Revenue Code, or the regulations promulgated pursuant thereto, and shall not make any taxable expenditures as defined in Section 4945(d), Internal Revenue Code, or the regulations promulgated pursuant thereto.

Upon the winding up and distribution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code that holds similar philosophies and ideals.

-End of Articles of Incorporation-

FURTHER, the Undersigned certifies that the above-described amendments and restatement of the Articles of Incorporation of said corporation were approved by a majority vote of the current Board of Directors of said corporation without members, at a properly noticed and constituted meeting, in compliance with the existing By-laws of said corporation. The corporation currently has no members, and approval by members is not required. There is no requirement for any other person or entity to approve said amendments or restatement.

IN WITNESS WHEREOF, the Undersigned duly elected Secretary of the corporation has set her hand this 9 day of AUGUST, 1995, and does hereby verify the information contained herein.

  
\_\_\_\_\_  
Jeanne Hayes, Secretary

STATE OF IDAHO                    )  
  ) ss.  
County of Kootenai            )

Before me the Undersigned Notary Public, this 9<sup>th</sup> day of August, 1995, personally appeared JEANNE HAYES, and identified herself to me as the Secretary of the Post Falls Education Foundation, Inc., and executed the within document in my presence in her capacity as Secretary of said corporation.

  
\_\_\_\_\_  
Notary Public, State of Idaho  
Residing at: Post Falls  
Commission expires: 4/17/96