

FILED/EEB
2002 JUN -6 AM 8:44
SECRETARY OF STATE
STATE OF IDAHO



ARTICLES OF INCORPORATION (Non-Profit)

(Instructions on back of application)

The undersigned, in order to form a Non-Profit Corporation under the provisions of Title 30, Chapter 3, Idaho Code, submits the following articles of incorporation to the Secretary of State.

Article 1: The name of the corporation shall be: Panhandle Alliance for Education, Inc.

Article 2: The purpose for which the corporation is organized is: To provide grants-in-aid of public education students and programs and to provide other financial support of public education.

Article 3: The street address of the registered office is: 316 N. Second Ave., Suite C-2, Sandpoint, ID 83864
_____ and the registered agent at such address is: William M. Berg

Article 4: The board of directors shall consist of no fewer than three (3) people. The names and addresses of the initial directors are: William M. Berg, 316 N. Second Ave., Suite C-2, Sandpoint, ID 83864
Doug B. Marks, P.O. Box 1049, Sandpoint, ID 83864
Tom Scott, One Coldwater Creek Drive, Sandpoint, ID 83864

Article 5: The name(s) and address(es) of the incorporator(s):
William M. Berg
316 N. Second Ave., Suite C-2
Sandpoint, ID 83864

Article 6: The mailing address of the corporation shall be:
316 N. Second Ave., Suite C-2, Sandpoint, ID 83864

Article 7: The corporation (does does not) have voting members.

Article 8: Upon dissolution the assets shall be distributed:
See attached.

Signature of all incorporators:
William M. Berg Typed Name: William M. Berg

Customer Acct #:
(if using pre-paid account)
Secretary of State use only
IDAHO SECRETARY OF STATE
06/06/2002 05:00
CK: 29517 CT: 12757 BH: 470015
1 @ 30.00 = 30.00 INC NONP # 2
g:\corpforms\corp_forms\statesofinc\profit.p65 Revised 01/2001 Web Form

C 144 326

1. Article 8: Upon dissolution of the organization, all remaining assets shall be given to another 501(c)(3) exempt organization.

a. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

b. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.