

FILED/EFFECTIVE

ARTICLES OF INCORPORATION

APR 25 3 42 PM '01

FOUNDATION FOR IDAHO HISTORY, INC.

SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of these Articles of Incorporation and the Bylaws of the Foundation For Idaho History, Inc., an Idaho nonprofit corporation, and pursuant to the Idaho Non-profit Corporation Act, the qualified voting members of the corporation duly noticed, approved and adopted the following Articles of Incorporation, to wit:

ARTICLE I
Name and Address

The name of this corporation is:

FOUNDATION FOR IDAHO HISTORY, Inc.

The location and post office address of the registered and principal office of the corporation is: *1130 East State Street, Boise, ID 83712, David W. Leroy, Registered Agent.*

ARTICLE II
Not for Profit

The corporation is a nonprofit corporation under the Idaho Nonprofit Corporation Act. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation shall inure to the benefit of or be distributed to its members, directors, officers, or other private persons, except to the extent permissible by law and except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, expenses incurred, and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

ARTICLE III
Term

The term of the corporation is perpetual.

ARTICLE IV
Purposes

The corporation is organized, and shall be operated exclusively, for the following

IDAHO SECRETARY OF STATE

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purposes: to exercise all of the rights and powers conferred by the laws of the state of Idaho upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease, charitable trust, life estates, or any other method of transferring any funds or property of any sort or nature, without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal, and proceeds of such property for the benefit of the Idaho State Historical Society and related entities, attract donations, raise funds, make available tax deductions and to enrich and enhance historic programs and offerings, including but not limited to traveling exhibits, expansion of public history projects statewide, enhancement of collections, Idaho History and Archaeology Week activities, supplement specialized training, research, staff sabbaticals, building needs, and special projects. Donors can pledge support for general endowment needs or specify a particular focus for a gift.

ARTICLE V
Trusts and Trust Funds

Notwithstanding the provisions of Article IV, any donor or testator may direct that his or her gift shall be held in such charitable trusts as may be specifically designated by said donor or testator and in such case his or her intentions shall be carried out by the Foundation for Idaho History (hereinafter "Foundation"). Donors or testators may give a principal sum to the Foundation for the benefit of said Foundation, and provide that the income thereof shall be payable to the donor during his or her life, or that it shall be paid to a beneficiary or beneficiaries named by him or her for life, or for some other period of time, and that after the termination of the estate or estates so provided, the income or principal shall be disbursed as part of the unrestricted income or principal of said Foundation in accordance with Article IV or for such charitable purposes as the donor or testator may specify in accordance with this Article V.

The Foundation may accept appointments by any court of competent jurisdiction as trustee to hold any fund of funds under the terms of these articles.

ARTICLE VI
Commingling of Funds

In the absence of any provisions expressing the intention of the donor or testator

to the contrary, the Foundation shall be authorized to mingle any property given to it under the terms hereof with other property given to it under the terms hereof without obligation to retain any gift as a separate fund. However, any donor or testator may direct that his or her gift be held as a separate fund and may, if he or she so desires, designate such fund as a memorial fund in memory of a particular person or event. In such case, the said fund shall be maintained as a separate fund forming a part of the said Foundation, under such name, if any, as may be properly designated therefor. The Foundation shall, in any event, be authorized to hold as a separate fund any gift which, in the discretion of the Foundation, shall require segregation in order to carry out any specific provision expressed by the donor or testator, or which shall require such segregation or any other reason deemed sufficient by the Foundation.

Subject to any written agreement with the donor or testator to the contrary, if any fund, the income of which is directed by the donor or testator to be paid to any donor or other beneficiary, is commingled, the Foundation shall make available to pay to such donor or other beneficiary as income on such fund, the average rate of return on such commingled funds.

If, at any time after such mingling of funds shall have taken place, it should thereafter for any reason be deemed by the Foundation as desirable or necessary to separate any fund or funds, each fund so separated shall be considered to be that proportion of the value at the date of separation of the principal or income of the combined funds as the value at the date of gift of such fund so separated shall bear to the total value of such combined funds at said last mentioned date plus any subsequent gifts valued as of the date thereof.

ARTICLE VII **Manner of Acting**

A majority of the voting directors of the corporation present, in person or by proxy, shall constitute a quorum, and a majority of any such quorum at a meeting duly convened shall have the power to act, except as otherwise specifically provided. Action of any kind may be taken without a meeting, by writing setting forth the action, signed by all of the voting directors.

ARTICLE VIII

Annual Meeting

The annual meeting of the corporation shall be at such place, within or outside of the State of Idaho, at such time as the president of the Foundation may prescribe by notice. However, such annual meeting shall be held not less than eight (8) or more than sixteen (16) months from the time of the preceding annual meeting and, provided further, that a majority of the Board of Directors may notice up the annual meeting or any special meeting.

ARTICLE IX **Board of Directors**

The Board of Directors shall consist of not less than five (5) voting members selected from throughout the State or United States. Management of the affairs of the corporation shall be by the Board of Directors who may delegate to officers and to committees of their own number such of their powers as they see fit. Directors shall be selected by election or appointment at the time stated in the bylaws, for such terms and in such manner as the bylaws prescribe.

ARTICLE X **Officers**

Officers shall consist of a president, one (1) or more vice presidents, a secretary and a treasurer. The president and vice presidents shall be selected from members of the Board of Directors, but the secretary and treasurer need not be Directors or members. Two (2) or more offices may be held by the same person, except that the president may not be secretary or treasurer. Officers shall be selected by the Board of Directors at the times, for such terms and in such manner as the bylaws prescribe.

ARTICLE XI **Dissolution**

In the event of the dissolution of this corporation, or in the event that it should cease to carry out its purposes, no member, director, officer or individual shall be entitled to or receive any distribution or division of its remaining assets, property or proceeds, and the balance of all property and assets of the corporation from any source, after the payment of all debts and

obligations of the corporation, shall be vested in a trustee to be specified in the Bylaws in trust for the use and benefit of the Idaho State Historical Society.

Any such assets not so disposed of shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XII **Tax Exemption**

It is the intent of the incorporators that this organization shall be incorporated as a tax-exempt organization to which deductible gifts may be made pursuant to the terms of the Internal Revenue Code. 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, 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 Internal Revenue Code, its income must be distributed at such time and in such manner as not to subject this corporation to taxes under Section 4942, Internal Revenue Code, or in the regulations promulgated thereto, and the corporation shall not engage in any act or self-dealing as defined in Section 4941, Internal Revenue Code, or in the regulations promulgated pursuant thereto, and shall not retain any excess business holdings as defined in Section 4942(c), Internal Revenue Code, or under the regulations promulgated pursuant thereto, and shall not make any investments in such manner as to subject the corporation to taxes under Section 4944, Internal Revenue Code, or in the regulations promulgated pursuant thereto, and shall not make any taxable expenditures as defined in Section 4945 (d), Internal Revenue Code, or in the regulations promulgated pursuant thereto.

ARTICLE XIII **Amendments**

The articles of incorporation or the bylaws of this corporation may be altered, amended,

or newly adopted at any meeting of the directors of the corporation called for the purpose by two-thirds of the members present, in person or by proxy, provided that notice is sent to each member not less than ten (10) days prior to such meeting, and provided that a quorum is present. Such notice shall state in a general way the nature of the proposed change.

ARTICLE XV
Notice

Except as otherwise specified, whenever notice is required, it shall be in writing sent prepaid not less than three (3) days before the event if by electronic transmission and not less than six (6) days if by mail, addressed to the last known address. Notice may be waived either before or after a meeting.

CERTIFICATION OF ARTICLES OF INCORPORATION
FOUNDATION FOR IDAHO HISTORY

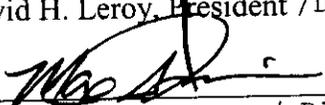
The undersigned duly elected, qualified and acting president and secretary of the Foundation for Idaho History, a non-profit, non-stock Idaho corporation, hereby certify that, at a special meeting of the initial directors of the Foundation duly noticed pursuant to Idaho Code Section 30-326, and pursuant to Article XV of the Articles of Incorporation, at which a majority of the qualified voting directors of the Foundation and a quorum was present in person or by proxy, the attached Articles of Incorporation were duly adopted and approved by a two-thirds majority vote of all such directors in person or by proxy.

DATED April 16, 2001.

Signed:



David H. Leroy, President / Director & Incorporator



Max Pavésic, Secretary / Director & Incorporator

Both are listed at
1130 East State Street Boise ID 83712

