

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

THE BOISE PUBLIC SCHOOLS EDUCATION 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 THE BOISE PUBLIC SCHOOLS EDUCATION FOUNDATION, INC.

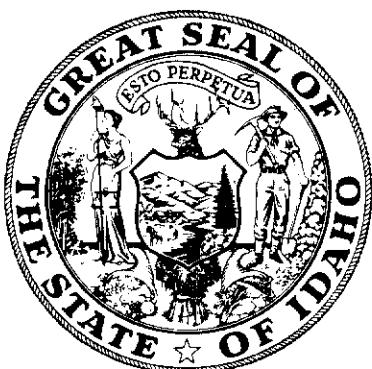
duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated May 9, 19 85.

Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk



ARTICLES OF INCORPORATION

185 MAY 9 PM 5 02 OF 2 PM 3 34
THE BOISE PUBLIC SCHOOLS EDUCATION FOUNDATION, INC.

SEC STATE OF A NON-PROFIT CORPORATION

KNOW ALL MEN BY THESE PRESENTS: SEC STATE

We the undersigned, citizens and residents of the State of Idaho and the United States of America, over the age of twenty-one (21), for the purpose of organizing and forming a non-profit corporation under the provisions of the Idaho Non-Profit Corporation Act (Title 30, Chapter 3, Idaho Code, Sections 30-301 to 30-332) and all other pertinent laws of the State of Idaho, do hereby associate ourselves and adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation is The Boise Public Schools Education Foundation, Inc., and its duration shall be perpetual.

ARTICLE II

The purpose of this corporation is to establish, maintain, supplement and augment educational programs offered through or in conjunction with The Independent School District of Boise City #1 located in Boise, Ada County, Idaho, and any other lawful activity, none of which is for profit, for which corporations may be organized.

This corporation is organized exclusively to support educational purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code.

Notwithstanding any other provisions 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.

This organization is not organized for profit, and no part of the net earnings shall inure to the benefit of any private shareholder.

ARTICLE III

The corporation is to have one class of members, which shall consist solely of the duly qualified and acting Trustees of The Independent School District of Boise City #1, State of Idaho. The manner of election and the qualifications and rights of the members shall be as set forth in the By-Laws of the Corporation.

ARTICLE IV

The street address of the initial registered office of the corporation is: 1207 Fort Street, Boise, Idaho 83702.

The name of the corporation's initial registered agent at this address is: Dr. Edward L. Davis.

ARTICLE V

The number of directors constituting the initial Board of Directors shall be three (3). However, the Board of Directors may allow any and all persons or committees of such persons as they desire to attend meetings and otherwise assist in the management of the corporation.

ARTICLE VI

1. The management of the affairs and business of the corporation shall be vested in the Board of Directors.

2. The number, qualifications, powers, duties, terms of office, manner of election, and times and places for

meetings of the Board of Directors shall be prescribed by the Board of Directors and recorded in the By-Laws of the corporation.

3. The Board of Directors may adopt By-Laws by a majority vote which will further the purposes of the corporation as established in Article II.

4. The officers of the corporation shall be designated, named, elected or appointed in a manner to be prescribed in the By-Laws of the corporation.

5. Amendment to these Articles shall be made by adoption of such amendment at a meeting of the members by the vote of a majority of the members.

ARTICLE VII

The assets of this corporation on dissolution or final liquidation shall be distributed to The Independent School District of Boise City #1, a specially chartered School District in the State of Idaho, so long as such School District shall comply with the non-profit laws of the State of Idaho and the requirements of the Internal Revenue Code. However, if The Independent School District of Boise City #1 is not then in existence or is no longer exempt from federal income tax, or is unwilling or unable to accept the distribution, then the assets shall be distributed to an organization which has established its tax exempt status under Section 501(C)(3) of the Internal Revenue Code.

ARTICLE VIII

The names and addresses of each incorporator and each initial member of the Board of Directors of the corporation are as follows:

1. Marilee Gross

3001 Roosevelt

#9 Hillcrest Pl.

Boise, Idaho 83705

2. David H. Hawk

7273 Snohomish

Boise, Idaho 83709

3. Barney C. Parker

931 Argyll

Boise, Idaho 83702

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 1st day of May, 1985.

Marilee Gross

Marilee Gross

David H. Hawk

David H. Hawk

Barney C. Parker

Barney C. Parker