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# State of Idaho

## Department of State

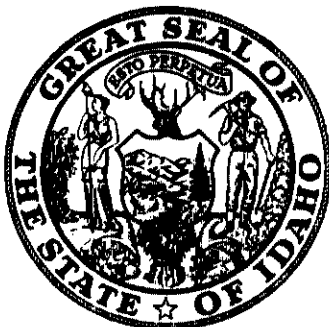
### CERTIFICATE OF INCORPORATION OF

HAYDEN LAKE SCHOLARSHIP FUND, 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 HAYDEN LAKE SCHOLARSHIP FUND, 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: December 28, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Asha Seibel*

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ARTICLES OF INCORPORATION  
OF  
HAYDEN LAKE SCHOLARSHIP FUND, INC.

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The undersigned, for the purposes of forming a corporation under the provisions of the Idaho Nonprofit Corporation Act, Idaho Code 30-31-1, et seq., and consistent with the provisions of Section 501(c)(3) of the United States Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law (herein "Code"), does hereby adopt the following Articles of Incorporation:

ARTICLE I.

NAME

The name of this Corporation shall be "Hayden Lake Scholarship Fund, Inc."

ARTICLE II.

PERIOD OF DURATION

The period of duration of this Corporation shall be perpetual.

ARTICLE III.

PURPOSES

The purposes, objectives, and powers of this Corporation shall be as hereinafter set forth; provided, however, that at all times this Corporation shall be operated exclusively for charitable, scientific, or educational purposes, within the meaning of Section 501(c)(3) of the Code.

No part of the assets or net earnings of this Corporation shall inure to the benefit of or be distributable to its officers, directors, or other private persons (except that the Corporation shall be authorized to pay reasonable compensation for services rendered and make payments and distributions in furtherance of its purposes as set forth herein). No part of the Corporation's activities shall be or consist of carrying on political propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in

the publishing or distribution of statements with regard to any political campaign on behalf of any candidate for public office.

Within the foregoing limitations, the objects and purposes of the Corporation shall be as follows:

(a) Receive donations and grant to employees of Hayden Lake Country Club, Inc. scholarships for attendance at institutions of higher learning.

(b) In furtherance of the purposes of the Corporation, it is the intent of the incorporators that the Corporation have all powers conferred by the laws of the State of Idaho on nonprofit corporations, consistent with its qualification under Section 501(c)(3) of the Code.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by:

(1) An organization exempt under Section 501(c)(3) of the Code; or

(2) An organization, contributions to which are deductible under Section 170(c) of the Code.

#### ARTICLE IV.

##### MEMBERSHIP

The Corporation shall have one class of members, the designation of such class, manner of election or appointment, and the qualifications and rights of the members of such class shall be set forth in the Bylaws of this Corporation.

#### ARTICLE V.

##### REGISTERED OFFICE AND AGENT

The registered agent of this Corporation and the street address of the registered office of this Corporation are as follows:

##### Registered Agent

James A. Ashburn

##### Registered Office Address

1800 Bozanta Dr.  
Hayden Lake, Idaho 83835

ARTICLE VI.

DIRECTORS

1. The number of directors of this Corporation shall be fixed in the Bylaws and may be changed from time to time by amending the Bylaws.

2. The names and addresses of the initial directors of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Jon W. Hippler	1636 Packsaddle Dr. Coeur d'Alene, Idaho 83814
Richard G. Bennett	10095 Bozanta Dr. Hayden Lake, Idaho 83835
Gordon Longwell	107 Vista Dr. Coeur d'Alene, Idaho 83814

ARTICLE VII.

AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended upon a vote of a majority of the Board of Directors of the Corporation, subject to any mandatory contrary provision of state law.

ARTICLE VIII.

DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of the assets of the Corporation exclusively for purposes of the Corporation in such manner, or to such organization or organizations organized, and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the First District Court of Kootenai County, Idaho, but exclusively for such purposes or to such organization or organizations, as said court shall determine, but which are then organized and operated exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Code.

ARTICLE IX.

INCORPORATOR

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Jon W. Hippler	1636 Packsaddle Dr. Coeur d'Alene, Idaho 83814
Richard G. Bennett	10095 Bozanta Dr. Hayden Lake, Idaho 83835
Gordon Longwell	107 Vista Dr. Coeur d'Alene, Idaho 83814

IN WITNESS WHEREOF, the incorporators hereinabove named have  
executed these Articles of Incorporation this 24 day of  
DECEMBER, 1993.

  
Jon W. Hippler, Incorporator

  
Richard G. Bennett, Incorporator

  
Gordon Longwell, Incorporator