



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**SANTA EXPRESS, INC.**

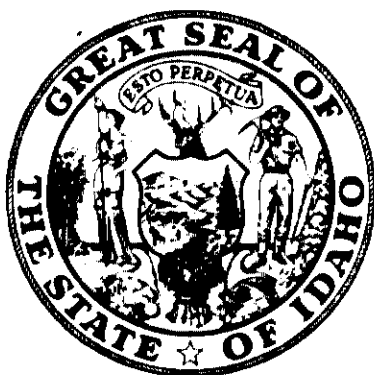
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**SANTA EXPRESS, 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 June 13, 19 88



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION

OF

JUN 13 4 21 PM '88

SECRETARY OF STATE

SANTA EXPRESS, INC.

THE UNDERSIGNED, for the purposes of forming a non-profit corporation under the Idaho Non-profit Corporation Act of the laws of the State of Idaho, does hereby make and adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is: SANTA EXPRESS, INC.

ARTICLE II

NON-FOR-PROFIT

The corporation is a non-profit corporation under the laws of the State of Idaho. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its members, officers or directors.

ARTICLE III

DURATION

The duration of the corporation is perpetual.

ARTICLE IV

PURPOSES

The corporation is organized, and shall be operated exclusively,

(a) To establish, improve and maintain for the benefit of the general public, a charitable, literary, educational and

cultural exchange between states and nations for the benefit of disadvantaged children exposing them to elements of life such as travel, educational and cultural enrichment they would not otherwise be able to experience because of physical, economic or social handicap; and such other non-profit purposes which qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as may be designated by the Board of Directors from time to time.

(b) For charitable, educational and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(c) To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

## ARTICLE V

### POWERS

The corporation shall have:

(a) All powers granted non-profit corporations under the laws of Idaho, and to do everything and anything reasonably and lawfully necessary, proper, suitable or convenient for the achievement or furtherance of the above-stated purposes.

(b) Without limitation, the power to acquire by bequest, devise, gift, purchase, lease or otherwise, any 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 any of the purposes set forth herein.

## ARTICLE VI

### LIMITATION

The purposes and powers of the corporation shall be limited as follows:

(a) This corporation shall not possess or exercise any power or authority either expressly, by interpretation, by operation of law that will or might prevent it at any time from qualifying, and continuing to qualify, as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, contributions to which are deductible for Federal Income Tax purposes; nor shall it engage directly or indirectly in any activity which might cause a loss of such qualification.

(b) This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

(c) No part of the net earnings of the corporation shall inure to the benefit or be distributable to its members, officers or directors, but the corporation 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 Article IV hereof.

(d) No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall it participate or

intervene in any manner, or to any extent, in any political campaign on behalf of any candidate for public office, whether by publishing or distributing statements, or otherwise.

(e) No solicitation of contributions to this corporation shall be made, and no gift, bequest or devise to this corporation shall be accepted, upon any condition or limitation which, in the opinion of the corporation, may cause the corporation to lose its exemption from payment of Federal Income Taxes.

(f) Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, literary, religious and/or scientific purposes which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(g) Notwithstanding any other provision of these Articles, 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

## ARTICLE VI

### MEMBERS

The corporation shall have voting members who shall be elected (and may be removed) by the voting members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for non-voting members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial voting member are as follows:

<u>NAME</u>	<u>ADDRESS</u>
O. Richard Larsen	1007 West Jefferson Boise, Idaho 83701
Clyn G. Richards	1007 West Jefferson Boise, Idaho 83701

## ARTICLE VII

### INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 1007 West Jefferson, Boise, Idaho 83701 and the name of its initial registered agent at that address is O. Richard Larsen.

## ARTICLE VIII

### INITIAL BOARD OF DIRECTORS

The management of the corporation shall be vested in the Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance

with the Bylaws, but shall never be less than three (3). The voting members shall elect the Directors annually. The name and address of each initial Director of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
O. Richard Larsen	1007 West Jefferson Boise, Idaho 83701
Clyn G. Richards	1007 West Jefferson Boise, Idaho 83701
Wm. Lyman Belnap	711 1/2 West Bannock Boise, Idaho 83701

#### ARTICLE IX

##### OFFICERS

The officers of the corporation shall consist of a President, one or more Vice Presidents, Secretary and Treasurer and such other officers as may be provided in the Bylaws in accordance with the laws of Idaho. Each officer shall be appointed by the Board of Directors at such time and in such manner as prescribed by the Bylaws. The name and address of each initial officer of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
O. Richard Larsen President	1007 West Jefferson Boise, Idaho 83701
Clyn G. Richards Vice President; Secretary; Treasurer	1007 West Jefferson Boise, Idaho 83701

ARTICLE X  
INCORPORATOR

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Wm. Lyman Belnap	711 1/2 West Bannock P. O. Box 2864 Boise, Idaho 83701

ARTICLE XI

BYLAWS

The Bylaws of the corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the voting members.

ARTICLE XII

AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the members, directors and officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Idaho, as amended from time to time.



ARTICLE XIII

INDEMNIFICATION

The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by the laws of the State of Idaho.

DATED this 13 day of June, 1988.

Wm. Lyman Belnap  
WM. LYMAN BELNAP, Incorporator