

ARTICLES OF INCORPORATION
OF
SYLVAN CREEK FOUNDATION, INC.

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05/22/1998 09:00
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The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is Sylvan Creek Foundation, Inc.

ARTICLE II. NONPROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The location of this Corporation is in Boise, Ada County, Idaho. The address of the initial registered office is 620 E. Holly Street, Boise, Idaho 83712 and the name of the initial registered agent at this address is Peter Davidson.

ARTICLE V. PURPOSE

The purposes for which the Corporation is organized and will be operated are as follows:

- A. To operate a private charitable foundation.
- B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).
- C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not

limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI. POWERS

In furtherance of the preceding purposes, the Corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon non-profit corporations organized under the laws of the State of Idaho.

ARTICLE VII. RESTRICTION ON POWERS

Notwithstanding any other provision of these Articles of Incorporation, the powers of the Corporation are restricted as follows:

A. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (1) by an organization exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code, or (2) by an organization the contributions to which are deductible under Sections 170, 642, 2055, or 2522 of the Internal Revenue Code.

B. No part of the net earnings of the Corporation shall inure to the benefit of any trustee or officer of the Corporation or any other private individual and no trustee or officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

C. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of any statement) any political campaign on behalf of or against any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable Federal, state, or local laws.

ARTICLE VIII. PROHIBITION OF ACTS RESULTING IN PRIVATE FOUNDATION PENALTY TAXES

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall:

A. Distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on

undistributed income imposed by Section 4942(a) of the Internal Revenue Code.

B. Not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code which would give rise to any liability for the tax imposed by Section 4941(a) of the Internal Revenue Code.

C. Not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code beyond the period which would give rise to liability for the tax imposed by Section 4943(a) of the Internal Revenue Code.

D. Not make any investments which would jeopardize the carrying out of any of the exempt purposes of the Corporation within the meaning of Section 4944 of the Internal Revenue Code so as to subject it to tax under Section 4944(a) of the Internal Revenue Code.

E. Not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code which would give rise to liability for the tax imposed by Section 4945(a) of the Internal Revenue Code.

ARTICLE IX. LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that 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 VII hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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 these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE X. TRUSTEE PROVISIONS

A. Board of Trustees. The property and affairs of the Corporation shall be managed and controlled by the trustees who together shall comprise the Board of Trustees.

B. Membership and Capital Stock. The Board of Trustees shall constitute the Corporation and the Corporation shall have no

membership distinct from the Board of Trustees. The Corporation shall have no capital stock.

C. Number of Trustees. Except during such brief periods as a vacancy in one or more of the offices of trustee hereunder is being filled, there shall at all times be at least three (3) individuals acting as trustees hereunder who need to be residents of the State of Idaho.

D. Initial Board of Trustees. The names and addresses of the persons who shall serve as the initial trustees of the Corporation, and the terms of their office are as follows:

<u>Name</u>	<u>Address</u>
Peter Davidson	620 E. Holly Street Boise, Idaho 83712
Arlene D. Davidson	620 E. Holly Street Boise, Idaho 83712
Austin R. Warner	3813 N. La Fontana Way Boise, Idaho 83702
Paul E. Warner	2030 S. Toluka Way Boise, Idaho 83712
Regan Warner-Rowe	c/o 620 E. Holly Street Boise, Idaho 83702
Lorca F. Warner	2200 W. Heron Boise, Idaho 83702
Glen F. Davidson	c/o 620 E. Holly Street Boise, Idaho 83712

E. Term of Office. The founder trustees shall hold office for the remainder of each one's lifetime or until each shall resign and each other trustee shall hold office for a term of three (3) years or until he or she shall resign or be removed from office pursuant to the bylaws of the Corporation. Such other trustees shall be eligible to serve two (2) or more consecutive terms.

F. Successor Trustees. In the event of any vacancy (or vacancies) at any time occurring in any office(s) of trustee hereunder, regardless of how caused, such vacancy (or each such vacancy) shall be filled by an individual who is sui juris, such successor trustee (s) to be selected pursuant to the bylaws of the Corporation.

G. Founder Trustees. The founder trustees mean Peter Davidson and Arlene D. Davidson.

XI. OFFICERS

The Corporation shall have such officers as may from time to time be prescribed by the bylaws. Their terms of office and the manner of their designation or selection shall be determined pursuant to the bylaws of the Corporation.

XII. NON-DISCRIMINATORY POLICY

The Corporation shall make its services, facilities, funds, and programs available to all persons regardless of race, color, creed, national origin, sex, or handicap, and the Corporation shall not in any way discriminate against any person on the basis of race, color, creed, national origin, sex, or handicap.

XIII. CHANGE IN ARTICLES OF INCORPORATION

The Board of Trustees of the Corporation shall have the right from time to time to propose or recommend that the Corporation be dissolved or that any provision contained in these Articles of Incorporation be amended, altered, changed, or repealed, provided that no such plan of dissolution or amendment, alteration, change, or repeal shall become effective unless it has been submitted to and approved by the Board of Trustees, and provided that no such amendment, alteration, change, or repeal shall be made which shall:

A. Amend, alter, change, or repeal the restrictions set forth in Articles VII, VIII, and XIV unless the Internal Revenue Code changes so that so amending, altering, changing, or repealing such restrictions would not disqualify the Corporation for Federal income tax exemption under Section 501(c)(3) of the Internal Revenue Code or as an organization the contributions to which are deductible under Sections 170, 642, 2055, or 2522 of the Internal Revenue Code.

B. Operate to permit the use, application, or disbursement of any of the principal or income of all or any part of the corporate property for any purpose other than those expressly provided for in these Articles of Incorporation, or other than exclusively for charitable purposes.

ARTICLE XIV. DISSOLUTION

On the dissolution or winding up of this Corporation, any assets remaining after payment of, or provision for payment of, all its debts and liabilities shall be distributed to one or more non-profit funds, foundations or corporations organized and operated exclusively for educational, religious, scientific, or charitable

purposes which have established tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XV. INTERNAL REVENUE CODE

All references herein to the Internal Revenue Code shall be deemed to mean the Internal Revenue Code of 1986, as it presently is constituted, as it may be amended, or any successor statute of similar purpose.

ARTICLE XVI. INCORPORATOR

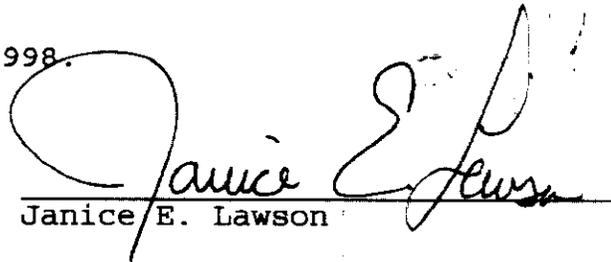
The name and street address of the incorporator is:

Janice E. Lawson
1087 West River Street, Suite 100
Boise, Idaho 83702

ARTICLE XVII. BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 22ND day of May, 1998.



Janice E. Lawson

Sylvan Creek Corporation
620 Holly Street
Boise, Idaho 83712
(208) 343-6583

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SECRETARY OF STATE
STATE OF IDAHO

May 14, 1998

Secretary of State
Corporate Division
700 West Jefferson, Room 203
P.O. Box 83720
Boise, Idaho 83720

Re: Consent to Use of Name - Sylvan Creek Foundation, Inc.

Dear Secretary of State:

This letter is intended to give consent from Sylvan Creek Corporation shareholders (which includes myself) to Sylvan Creek Foundation, Inc. to use the name Sylvan Creek Foundation, Inc. If you have any further questions, please do not hesitate to contact the undersigned.

Very truly yours,



Peter Davidson, President