



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

CARDEN SCHOOL OF BOISE, INC.

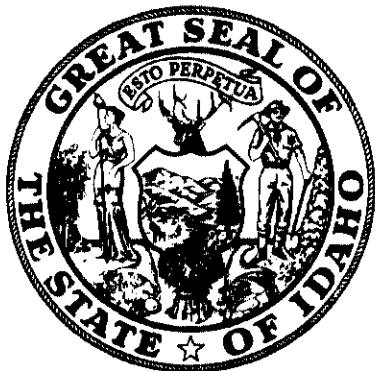
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

CARDEN SCHOOL OF BOISE, 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 July 09, 19 90.



Pete T. Cenarrusa

SECRETARY OF STATE

Ernest M. Zabala

Corporation Clerk

92768

ARTICLES OF INCORPORATION
FOR
CARDEN SCHOOL OF BOISE, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Non-profit Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation CARDEN SCHOOL OF BOISE, INC.

ARTICLE II

The corporation is organized and formed as a non-profit corporation under the laws of the State of Idaho with perpetual duration for the purpose of establishing, managing, operating, maintaining, and conducting a non-denominational, co-educational school for the education and instruction of children primarily through the methodology originated by Mae Carden and promulgated through the Carden Educational Foundation. The corporation shall neither discriminate among its members nor its students on the basis of race, color, creed, national origin or ethnic origin. The corporation shall be authorized to carry on such supplemental and attendant activities as the Board of Directors may deem appropriate and prudent consistent with the purposes herein stated but not inconsistent with any prohibitions contained herein. In furtherance of these ends the corporation may take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value, and, to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the corporation heretofore stated without limitation, except those limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, and any laws applicable hereto. The corporation shall have the power and authority to do any other act or thing incidental or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, or officers except as may

be permitted under the Idaho Non-profit Corporation Act, and, in furtherance of its corporate purposes, the corporation shall have all of the general powers afforded a corporation under and pursuant to the provisions of the Idaho Non-profit Corporation Act.

No part of the net earnings 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 herein. 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 any political campaign on behalf of or in opposition to 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 (a) by a corporation except from Federal Tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding Section of any further Federal Tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding Section of any future Federal Tax code.

ARTICLE III

The members of the corporation shall be the parents or guardian of each child enrolled and attending classes in the full-time curriculum of the school or enrolled with all registration fees paid for the next term to commence not more than ninety (90) days in the future. Two (2) parents whether natural, step, or custodial, or two (2) guardians shall be entitled to membership with respect to each child enrolled as defined heretofore, but in no event shall any such parent or guardian hold more than one membership or be entitled to more than one (1) vote regardless of how many children so enrolled may claim such person as parent or guardian. Each member shall be entitled to one (1) vote on matters properly brought before the members of the corporation for their consideration. The Board of Directors shall set such rules as may

be appropriate to allocate memberships among more than two (2) persons claiming entitlement thereto as a parent or guardian of a student.

ARTICLE IV

The affairs of the corporation shall be managed by a board of nine (9) voting directors, the whole of which shall be elected for annual terms, and at least seven (7) of which shall be members of the corporation throughout their term. In addition to the voting members of the Board of Directors, the principal of the school and the director of curriculum shall also be ex-officio members of the Board of Directors but without right to vote on matters brought by the Board of Directors.

The initial voting members of the Board consist of the following:

<u>Name</u>	<u>Address</u>
Susana B. Yunker	707 N. 19th Street Boise, Idaho 83702
Dina R. Jewell	2060 Silvercreek Lane Boise, Idaho 83706
Jon C. Poreba	2134 S. Pebble Creek Way Boise, Idaho 83705
Robert Yoshida	3256 Agate Ct. Boise, Idaho 83705
Larry Eastland	2397 N. Overview Place Boise, Idaho 83706
Dale Williams	Tahoe City, California 95730
Richard A. Cummings	173 Fall Drive Boise, Idaho 83706
Debra Guth	1668 S. Riverstone Lane Boise, Idaho 83706
Steve Asher	222 North 2nd Boise, Idaho 83712

ARTICLE V

The initial registered agent and his street address are Richard A. Cummings, 1607 West Jefferson Street, Boise, Idaho 83702.

IN Witness whereof the incorporators have set their hands hereunder
as of the 20 day of June 1990.

Susanna B. Yunker
(signature)

Susanna Yunker
(print name)

707 N. 19th
(address)

Boise ID 83702
(city - state - zip)

Monica Wilkinson
(signature)

Monica Wilkinson
(print name)

5651 Northwall Place
(address)

Boise Idaho 83703
(city - state - zip)

Julie Surabian
(signature)

Julie Surabian
(print name)

1955 Springbrook
(address)

Boise, Idaho 83706
(city - state - zip)

Dina R. Jewell
(signature)

Dina R. Jewell
(print name)

2060 Silvercreek Lane
(address)

Boise 83706
(city - state - zip)

Ann P. Korpalski
(signature)

Ann Korpalski
(print name)

502 E. Lost Creek
(address)

Boise, ID 83706
(city - state - zip)

Terry W. Keyes
(signature)

Terry W. Keyes
(print name)

2082 Pebblecreek Ln.
(address)

Boise, ID 83706
(city - state - zip)

Roxanne Truax Cummings
(signature)

Roxanne Truax Cummings
(print name)

173 Fall Drive
(address)

Boise Id. 83706
(city - state - zip)

Richard A. Cummings
(signature)

Richard A. Cummings
(print name)

173 Fall Dr
(address)

Boise, ID 83706
(city - state - zip)

Jan C Poreba
(signature)

Jan C Poreba
(print name)

2134 S. PebbleCreek Ln
(address)

Boise, Idaho 83706
(city - state - zip)