

ARTICLES OF INCORPORATION
OF
GEM PREP: NAMPA, INC.
A Non-Profit Corporation

FILED EFFECTIVE
SECRETARY OF STATE
STATE OF IDAHO

2015 MAR 23 AM 9:26

The undersigned, all of whom are citizens of the United States of America, do hereby associate themselves to promote, organize, establish and operate a non-profit corporation pursuant to the provisions of the Idaho Nonprofit Corporation Act, Title 30, Chapter 3, Idaho Code. We do hereby certify to adopt The Articles of Incorporation set forth herein:

ARTICLE I

The name of the corporation (hereinafter called the Corporation) shall be:

Gem Prep: Nampa, Inc.

ARTICLE II

The Corporation is a nonprofit benefit corporation organized exclusively for charitable, educational, and scientific purposes under the Idaho Nonprofit Corporation Act. No part of the net earnings shall inure to the benefit of its incorporator, officers, directors, or any other private person(s), except that the Corporation shall be authorized to make *payments and distributions in furtherance of the purposes set forth herein or in the Corporation Bylaws.*

The Corporation may exercise all powers which a corporation organized under the laws of the Idaho Nonprofit Corporation Act, as may be amended, may be authorized to exercise. The specific purpose for which this corporation is organized is to operate a public charter school pursuant to the Idaho Public Charter Schools Act of 1998.

Without limiting the powers the Corporation may lawfully exercise, the corporation shall have the powers to receive, retain and expend funds from the governments of the United States of America, state and local governments, charitable or educational organizations (including foundations), private organizations, or individuals.

The powers and purposes of this Corporation shall, at all times, be so construed and limited as to enable this Corporation to qualify as a not for profit organization, and existing under Chapter 3, Title 30 of the Idaho Code, and it shall have all power and authority as set forth in Section 30-3-24 of Idaho Code, and all other applicable sections of the Idaho Code.

IDAHO SECRETARY OF STATE
03/23/2015 05:00
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ARTICLE III

The street address of the registered office is:

606 South Avenue
Deary, ID 83823

And the registered agent at such address is:

Barb Femreite
Agent/Treasurer/Business Manager

ARTICLE IV

The board of directors shall consist of no fewer than five (5) people, nor more than nine (9) persons, whose terms may, but need not be, concurrent.

The initial Board of Directors shall hold office for an initial period of one year. The directors, after the initial Board of Directors, shall be elected or appointed in the manner and the terms provided in the Bylaws of the Corporation.

The names and addresses of the initial directors are:

Murray Stanton, Chair	1371 Mica Mountain Deary, ID 83823
Shana Codr, Vice-Chair	1668 Hwy. 9 Deary, ID 83823
Bonnie Freytag	804 Park Street PO Box 151 Deary, ID 83823
Jill Call	9819 W. Pattie Dr. Boise, ID 83704
Dennis Turner	4040 Amber Ln. Pocatello, ID 83202
Terry Ryan	1312 N. 20th St. Boise, ID 83702
Allison Akhnoukh	619 Quince Circle Boulder, CO 80304

ARTICLE V

The name(s) and address(es) of the incorporator(s):

Jason Bransford
PO Box 338
Deary, ID 83823

ARTICLE VI

The mailing address of the Corporation shall be:

PO Box 338
Deary, ID 83823

ARTICLE VII

The Corporation does not have voting members. The manner of selecting directors and conducting business and internal affairs of the Corporation shall be established by the by the Bylaws. The Bylaws may be amended from time to time as may be required or desired at a properly noticed special or regular meeting of the board of directors.

ARTICLE VIII

In the event of dissolution or cessation of all activities, all assets remaining after payment of any outstanding liabilities shall be given to any organization or organizations as shall qualify as an exempt organization under Section 501(c) et seq. of the Internal Revenue Code, as amended, as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose. Additionally, all records of students residing in the school district in which the Corporation is located will be transferred to the School District.

ARTICLE IX

The duration of the Corporation will be perpetual.

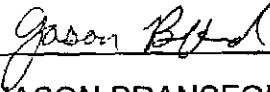
ARTICLE X

The Corporation is organized upon a non-stock and no-profit basis. The amount of assets of the Corporation is:

Real Property	\$0.00
Personal Property	\$0.00

The Corporation is to be financed and operated by the receipt of tax money and private donations in accordance with the charter schools laws of the State of Idaho.

DATED this 17th day of March, 2015



JASON BRANSFORD, Incorporator