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STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
SHUMWAY ACADEMY, LTD.**

The following Articles of Incorporation are hereby adopted pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, by three incorporators, all of whom are citizens of the United States:

1. Name. The name of the corporation is:

Shumway Academy, Ltd.

2. Duration. The corporation shall have perpetual duration.

3. Purposes. The corporation is formed exclusively for educational purposes for the maintenance and operation of a private school in Madison County, Idaho. The school may include classes equivalent to Kindergarten and Elementary Grades One through Six, and may as appropriate in the future include higher grades. Corporation shall operate as an exempt organization in accordance with the requirements of **Internal Revenue Code § 501(c)(3)**, as now existing and hereafter amended. In furtherance thereof, corporation shall normally have (a) a regularly scheduled curriculum, (b) a regular faculty consisting of a qualified teacher or teachers, (c) a regularly enrolled student body, and (d) facilities where its educational activities are regularly carried on.

4. No Capital Stock. The corporation shall have no capital stock.

5. Members. This is a non-profit membership corporation and the Members may be divided into two classes:

A. Founding Members. The initial incorporators are the initial Founding Members. They have and will provide the skills, professional services, and contributions of resources and services in the establishment of the Shumway Academy. They may transfer their memberships, without monetary consideration, to new members whom they

determine are dedicated, willing and qualified to assure the continued successful operation of Shumway Academy. The Founding Members may from time to time allow additional qualified members to be admitted to the corporation as Founding Members. Only the Founding Members, as they from time to time exist, may exercise voting rights in corporation. There shall always be Founding Members.

B. Delegate Members. Parents or guardians of students attending Shumway Academy shall be qualified to be selected as Delegate Members of Shumway Academy. Whether Delegate Members are selected, the method of selection, the terms of service, the number to serve, and the roles of Delegate Members, shall be as established in the By-Laws and as may be modified, from time to time, in implementation, by the Founding Members. The purpose shall be to provide a means for parents or guardians of students to provide suggestions and recommendations to the Academy, both as to policies and procedures, and also as to the operation of the Academy. Within the established procedures the Founding Members, the Board of Directors, and the Academy officers shall give due consideration to suggestions and recommendations, but shall not be bound to follow or implement them.

6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the corporation are:

LaVyrle Jones
3107 North 125 East
Rexburg, Madison County, Idaho 83440

7. Directors. The initial Board of Directors shall consist of three directors whose names and addresses are as follows:

LaVyrle Jones
3107 North 125 East
Rexburg, Idaho 83440

Delores Birch
315 North 2000 West
Rexburg, Idaho 83440

Trent Birch
357 West 4th South
Rexburg, Idaho 83440

Directors shall be selected from among Founding Members, unless the Founding Members, from time to time, determine that a Delegate Member may be eligible to serve as a Director. The Founding Members may, from time to time, increase or decrease the number of Directors, within the applicable statutory requirement, which in **Idaho Code § 30-3-65** now requires a minimum of three Directors.

8. Incorporators. The names and addresses of the incorporators are:

LaVyrle Jones
3107 North 125 East
Rexburg, Idaho 83440

Delores Birch
315 North 2000 West
Rexburg, Idaho 83440

Trent Birch
357 West 4th South
Rexburg, Idaho 83440

9. Net Earnings. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its Founding Members, nor to its Delegate Members, nor to its 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 exempt educational purposes of corporation.

10. Prohibited Activities. No substantial part of the activities of 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from


federal income tax under **Internal Revenue Code § 501(c)(3)**, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under **Internal Revenue Code § 170(c)(2)**, corresponding section of any future federal tax code. If reference to federal law in these Articles of Incorporation imposes a limitation that is invalid under the law of the State of Idaho, corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the exempt purposes of this corporation.

11. Non-Discrimination. Neither corporation nor any department or division within it shall discriminate on the basis of race, with respect to (a) admissions, (b) use of facilities or exercise of student privileges, (c) faculty or administrative staff, nor (d) scholarship or loan programs. Corporation shall make its racially nondiscriminatory policies known in a manner that brings the policies to the attention of all segments of the general community that it serves.

12. Dedication of Assets; Distribution on Dissolution. The assets of this corporation are irrevocably and permanently dedicated to exempt educational purposes. Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of **Internal Revenue Code § 501(c)(3)**, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so 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 such court shall determine, that are organized and operated exclusively for such purposes.

DATED: March 21, 2001.


LaVyrle Jones


Delores Birch

Trent Birch



