

94661-102795

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

THE LITTLE RED SCHOOLHOUSE, 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 \_\_\_\_\_

THE LITTLE RED SCHOOLHOUSE, 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 March 05, 19 91



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Elizabeth Babala*  
Corporation Clerk

**ARTICLES OF INCORPORATION  
OF  
THE LITTLE RED SCHOOLHOUSE, INC.**

**MAR 5 4 19 PM '91  
SECRETARY OF STATE**

**ARTICLE I. NAME**

The name of the corporation is "The Little Red Schoolhouse, Inc."

**ARTICLE II. NONPROFIT STATUS**

This corporation shall be a not-for-profit corporation. It shall not have or issue shares of stock and shall pay no dividends, and no part of any net earnings shall inure to the benefit of any member, director or officer.

**ARTICLE III. DURATION**

The period of existence and duration of this corporation shall be perpetual.

**ARTICLE IV. REGISTERED OFFICE**

The location of this corporation and the address of the registered office is 720 Park Boulevard, Boise, Idaho 83729, and the name of the initial registered agent at such address is Richard G. Smith.

## ARTICLE V. PURPOSES

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

- A. To operate a child development and education facility.
- B. To operate for charitable, benevolent, religious, educational, patriotic, civic, social or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.
- 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 for profit, to exercise any power, or to do any act that a corporation formed under the Idaho Nonprofit Corporation Act, or any amendment thereto or substitute therefor (the "Act"), may not at that time lawfully carry on or do.

## ARTICLE VI. 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 or officers, 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 V 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) of the Internal Revenue Code of 1986, as amended from time to time.

#### ARTICLE VII. MEMBERS

This corporation shall have members with eligibility requirements and rights of membership set forth in the Bylaws. Members' voting rights shall be apportioned as set forth in the Bylaws.

#### ARTICLE VIII. BOARD OF DIRECTORS

The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall consist of three (3) members, each of whom shall be members of the corporation. Other than the directors constituting the initial Board of Directors, the directors shall be elected or appointed by the existing directors in the manner and for the term provided in the Bylaws of the corporation.

The name and street addresses of the persons constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Mary Cunningham Agee	910 Main Street, Boise, ID 83702
Stephen G. Hanks	Morrison Knudsen Plaza, Boise, ID 83729
Richard G. Smith	Morrison Knudsen Plaza, Boise, ID 83729

## ARTICLE IX. DISTRIBUTION ON DISSOLUTION

Upon termination or dissolution of the corporation, if there shall be any balance of assets and funds of the corporation after payment or provision for all debts of the corporation and the necessary expenses of liquidation, the Board of Directors shall distribute such funds or assets in accordance with the applicable provisions of the Act, and in accordance with the requirements of the current Section 501(c)(3) of the Internal Revenue Code of 1986 as it now reads, or as it may be amended to read in the future. In the event the purposes set forth herein become impracticable or incapable of fulfillment, the assets, earnings and property of this corporation shall be distributed by the directors exclusively in aid of such a corporation, fund, or foundation organized and operated exclusively for charitable purposes which is in the judgment of the directors in furtherance of the public welfare. Any such assets not so distributed by the directors shall be distributed by the district court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations as such court shall determine to be consistent with the purposes of this corporation.

## ARTICLE X. BYLAWS

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

I, **THE UNDERSIGNED**, being of the original incorporator hereinbefore named, for the purposes of forming a corporation pursuant to the Idaho Nonprofit Corporation Act of the State of Idaho, and any amendment thereto or substitute therefore, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

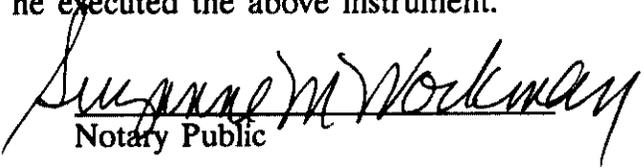
**IN WITNESS WHEREOF**, I have hereunto accordingly set my hand to these Articles of Incorporation this 5th day of March, 1991.

**INCORPORATOR**

  
Richard G. Smith

STATE OF IDAHO                    )  
  ) ss.  
COUNTY OF ADA                 )

On this 5th day of March, 1991, before me, a Notary Public, personally appeared Richard G. Smith, who acknowledged to me that he executed the above instrument.

  
Notary Public