

**ARTICLES OF INCORPORATION  
OF**

**THE LOGICAL ANSWER, INC.**

**FILED EFFECTIVE**  
2004-02-02 AM 8:57  
IDAHO STATE  
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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"), adopts the following Articles of Incorporation ("Articles").

**ARTICLE I - NAME**

The name of the Corporation is THE LOGICAL ANSWER, 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 - REGISTERED OFFICE AND AGENT**

The location of the Corporation is in the city of Ammon, County of Bonneville, and the State of Idaho. The address of the initial registered office is 2186 Eagle Pointe Drive, and the name of the initial registered agent at this address is Lamont Allen.

**ARTICLE V - PURPOSES**

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

A. To continually operate a non-profit corporation exclusively for charitable and educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1986.

B. To inform, counsel, and advise amateur student athletes as they transition from high schools or junior colleges to accredited four-year universities and National Collegiate Athletics Association programs.

C. To educate amateur student athletes about how to select a post-secondary accredited institution that will best serve the student athlete's educational goals.

D. To provide amateur student athletes with complete and unbiased information about post-secondary institutions' academic strengths and weaknesses in order to assist the

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student athlete in selecting an accredited institution that will best serve the student athlete's educational goals.

E. To help amateur student athletes earn a useful degree while participating successfully in National Collegiate Athletics Association programs.

F. To provide counseling and direction to amateur student athletes about avoiding common pitfalls that cause student athletes to fail in their academic endeavors while participating in college sports.

G. To educate amateur student athletes about the applicable rules and regulations of the National Collegiate Athletics Association programs in which they participate to foster compliance with the rules governing national amateur sports competition.

H. To promote amateur student athletes' general well being and success by counseling and education about balancing their academic interests and the pressures related to their participation in National Collegiate Athletics Association programs.

I. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things 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 Act, or any amendment thereto or substitute therefore, 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, 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 V hereof. No substantial part of the activities of the Corporation shall be for 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 provisions 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 VII – NO MEMBERS.**

The Corporation shall not have any members.

## **ARTICLE VIII – BOARD OF DIRECTORS.**

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be three. Each Director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

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

<u>NAME</u>	<u>ADDRESS</u>
LAMONT ALLEN	2186 Eagle Pointe Drive Ammon, Idaho 83406
DAVE LENON	2186 Eagle Pointe Drive Ammon, Idaho 83406
SARAH LENON	2186 Eagle Pointe Drive Ammon, Idaho 83406

## **ARTICLE IX– DISTRIBUTION ON DISSOLUTION.**

Upon dissolution of the Corporation, the Board of directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

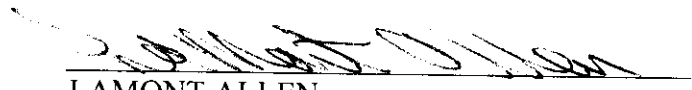
## **ARTICLE XI – INCORPORATOR.**

The name and street address of the incorporator is Lamont Allen, 2186 Eagle Pointe Drive, Ammon, Idaho 83406.

## **ARTICLE XII – BYLAWS.**

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

DATED this 20<sup>th</sup> day of January, 2004.

A handwritten signature in black ink, appearing to read "Lamont Allen", is written over a horizontal line.

LAMONT ALLEN  
INCORPORATOR

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