

FILED/EFFECTIVE

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

FAITH CHRISTIAN ACADEMY, INC.

Faith Christian Academy, Inc., pursuant to Idaho Code Sections 30-3-89, 30-3-90, 30-3-93 and 30-3-94, hereby restates its Articles of Incorporation as theretofore amended by the Faith Christian Academy, Inc. Consent Resolution of the Board of Directors of Faith Christian Academy, Inc. In Lieu of a Meeting, dated January 31, 2001, as consented to by all of the directors of the corporation.

The following relates to the amendment and restatement of the corporation's Articles of Incorporation:

1. The effective date of the adoption of the Amendment was January 31, 2001.
2. All the members of the board of directors of the corporation gave written consent for the amendment and restatement of the Articles of Incorporation as set forth in these Amended and Restated Articles of Incorporation of Faith Christian Academy, Inc.
3. The designated amendments of the Articles of Incorporation are as follows:

02/07/2001 09:00
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A. A new Article XII is added, which shall read as follows:

“ARTICLE XII.

This organization is organized exclusively for religious, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.”

B. A new Article XIII is added, which shall read as follows:

“ARTICLE XIII.

Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding section of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).”

C. A new Article XIV is added, which shall read as follows:

“ARTICLE XIV.

Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue 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 said court shall determine, which are organized and operated exclusively for such purposes.”

4. Except for the amendments designated in paragraph 3 immediately above, the following statement sets forth all of the operative provisions of the Articles of Incorporation as theretofore amended, and the corporation hereby states that the Amended and Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as theretofore amended, and the Amended and Restated Articles of Incorporation supersede the Articles of Incorporation as originally executed:

ARTICLES OF INCORPORATION
OF
FAITH CHRISTIAN ACADEMY, INC.

The undersigned have this day voluntarily joined together and, by these Articles of Incorporation, unite and associate ourselves together for the purpose of forming a nonprofit corporation under the laws of the State of Idaho, Section 30-301, et seq, Idaho Code, as follows:

I.

The name of this corporation shall be Faith Christian Academy, Inc.

II.

The corporation is a nonprofit corporation.

III.

The term for which this corporation shall exist shall be perpetual.

IV.

The name of the registered agent, and the street address and post office address of the registered office, of this corporation shall be Steve Smith, Esq., Attorney at Law, 102 Superior Street, Sandpoint, Bonner County, Idaho.

V.

The objects and purposes for which this corporation is formed shall be and are exclusively nonprofit, such objects and purposes being:

- (1) To educate young people.
- (2) To receive from any and all available sources funds for the maintenance and operation of such activities.
- (3) To hold title, legal or equitable, to property of any nature in trust for itself or for carrying out of any purpose incidental to its powers, and to sell or encumber any such property, real or personal.
- (4) To solicit, receive and expend the proceeds of fees, donations, bequests and legacies for any purpose for which this corporation is formed.
- (5) To enter into such contracts and to incur such obligations as are consistent with its powers, objects and purposes, but the private property of the officers, directors and members of the corporation shall be exempt from the debts of the corporation, and no officer, director or member shall be individually or collectively liable or responsible for any debts or liabilities of the corporation.
- (6) It is intended that this corporation shall qualify as a nonprofit corporation under the laws of the State of Idaho.
- (7) Upon the dissolution of the corporation, the Board of

Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for nonprofit corporations as the Board of Directors may determine. Any of such assets not so disposed of shall be disposed of 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 organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

(8) It is the intention of the incorporators hereof that the foregoing clauses shall be construed both as objects and powers, and the foregoing enumeration of specific objects and powers shall not be construed to limit or restrict in any manner the powers of this corporation, but said corporation shall have the power to do all and everything necessary, suitable, convenient or proper for the accomplishment of its purposes, for the attainment of any one or more of its objects hereinabove enumerated, or incidental to the purposes and objects hereinafter named, and which are permitted under the laws of the State of Idaho under which this corporation is organized, to the same extent and as fully as a natural person might or could do.

VI.

The governing body of this corporation shall be managed and conducted by a Board of Directors which shall constitute its School Board. The duly-adopted bylaws shall govern the activities of the corporation.

VII.

The Board of Directors of this corporation may meet and transact the business hereof either at the principal place of business herein designated, or at such other place as may be designated by the Board of Directors.

VIII.

The bylaws of this corporation may be repealed, amended, altered, or new bylaws adopted at any annual meeting, or any special meeting called for that purpose, by a vote representing not less than a majority of the Board of Directors, or by the written consent, duly acknowledged, in the same manner as conveyances of real property are required to be acknowledged, of a majority of the Board of Directors, which written consent may be in more than one instrument.

IX.

The corporation shall have members who shall have such rights as are provided in the Idaho Nonprofit corporation Act that are consistent with the management authority that these Articles grant the Board of Directors of the corporation. Every

family which has a child enrolled in the school organized and operated by the corporation may become a member of the corporation, and each such family shall have one (1) vote as to all matters upon which members may vote.

X.

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

<u>NAME</u>	<u>ADDRESS</u>
Mark Fuller	323 Remington Court Sandpoint, Idaho 83864
Holly Peña	4455 Selle Road Sandpoint, Idaho 83864
Pam Webb	4312 North Boyer Sandpoint, Idaho 83864
Lori Nicolls	P.O. Box 656 340 Leisure Lane Sandpoint, Idaho 83864

As the corporation vests its management in its School Board, the name and street address of the principal organizer is: Mark A. Fuller, of 323 Remington Court, Sandpoint, Idaho 83864.

XI.

The name and address of the incorporator are Mark A. Fuller, of 323 Remington Court, Sandpoint, Idaho 83864.

ARTICLE XII.

This organization is organized exclusively for religious, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIII.

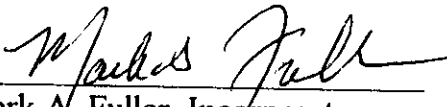
Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding section of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIV.

Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue 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 said court shall determine, which are organized and operated exclusively for such purposes.

DATED to be effective January 31, 2001.


Mark A. Fuller, Incorporator
and School Board President