

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

TETON-CUMORAH SCHOOLS, 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 TETON-CUMORAH SCHOOLS, 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: April 20, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

By *Jennie Chadwick*

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ARTICLES OF INCORPORATION OF

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**TETON-CUMORAH SCHOOLS, INC.**

The undersigned citizen of the United States, desiring to form a non-profit corporation under Idaho Code Section 30-301 *et seq.*, does hereby adopt the following Articles of Incorporation:

**I.  
NAME**

The name of the corporation shall be *Teton-Cumorah Schools, Inc.*

**II.  
DURATION**

The period of duration of the corporation shall be perpetual.

**III.  
CORPORATE PURPOSES**

A. *General Charitable Purposes.* This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

B. *Educational Purpose.* As a further enumeration of its corporate purposes, but not by way of limitation, this corporation is organized to establish, maintain and operate private elementary and secondary schools which teach academic subjects in accordance with the principles and teachings of the Church of Jesus Christ of Latter-day Saints.

**IV.  
NONPROFIT CORPORATION**

A. *General Prohibition.* This corporation is a non-profit corporation organized under and pursuant to Idaho Code Section 30-301 *et seq.* The corporation shall not be authorized to take any action or to exercise any power prohibited to non-profit

corporations by the laws of the State of Idaho or any other State in which it becomes authorized to do business.

B. *Restrictions on Powers and Activities.* No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, directors, 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 III 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 activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

C. *Restrictions of Distributions on Dissolution.* Upon dissolution of the corporation, assets shall be distributed to the Church of Jesus Christ of Latter-day Saints for exclusively exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code so long as said organization qualifies at such time under such section or, failing such qualification, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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 the district court of the judicial district and 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.

## V. MEMBERS

This corporation shall have members. Membership in this corporation shall be in accordance with the requirements set forth in the Bylaws of the corporation from time to time.

## VI. DIRECTORS

The governance of the affairs of the corporation shall be vested in a board of not less than three (3) nor more than seven (7) directors, as set forth in the Bylaws of the

Corporation from time to time. The initial directors of the corporation, who shall serve until the first elections are held pursuant to the Bylaws, shall be:

Stephen D. Hall	2650 Ross Avenue Ammon, Idaho 83406
Cheryl Hokanson	135 East 65 North Idaho Falls, Idaho 83401
Don Duncan	3180 Molen Ammon, Idaho 83406
Terry V. Johnson	3345 Circle S Drive Ammon Idaho 83406
Gloria Heilesen	5410 N. Redondo Evita Idaho Falls, Idaho 83401
Jeffrey N. Jardine	2985 Ross Avenue Ammon, Idaho 83406

## VII.

### DIRECTOR LIABILITY

A. *Limitation of Director Liability.* The personal liability of a director to this corporation or to its members for monetary damages for breach of fiduciary duty as a director is eliminated, except for any liability (i) for any breach of the director's duty of loyalty to this corporation or its members, (ii) for any act or omission not in good faith or which involves intentional misconduct or a knowing violation of law, (iii) under Section 30-1-48 of the Idaho Code, or (iv) for any transaction from which the director derived an improper personal benefit. If either the Idaho Nonprofit Corporation Act or the Idaho Business Corporation Act (as maybe applicable to nonprofit corporations) is amended to authorize broader elimination or limitation of liability of a director, then in addition to the foregoing elimination of liability, upon the effective date of such amendment the liability of a director without further act shall be eliminated and limited to the fullest extent not prohibited by said laws as amended. The provisions of this Article shall be deemed to be a contract with each director of this corporation who serves as such at any time while such provisions are in effect, and each such director shall be deemed to be serving as such in reliance on the provisions of this Article. No repeal or amendment of this Article of Incorporation shall adversely affect any right or any elimination or limitation of liability of a director existing at the time of the repeal or amendment hereof.

B. *Indemnification of Directors.* To the fullest extent permitted by Idaho law as now or hereafter in effect, this corporation is authorized to indemnify any director of this corporation. The Board of Directors shall be entitled to determine the terms of such indemnification, including advance of expenses, and to give effect thereto through the adoption of Bylaws, approval of agreements or by any other manner approved by the Board of Directors. No repeal or amendment of this Article of Incorporation shall adversely affect any right of a director existing at the time of the repeal or amendment hereof.

**VIII.  
REGISTERED OFFICE AND AGENT**

The initial registered office of the corporation shall be 485 "E" Street, Idaho Falls, Idaho 83402. The name of the initial registered agent at that address shall be Stephen D. Hall.

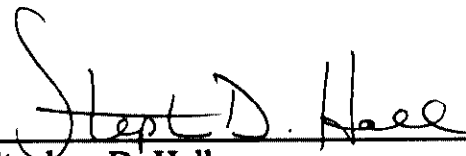
**IX.  
INCORPORATOR**

The name and address of the Incorporator of the corporation is Stephen D. Hall, 2650 Ross Avenue, Idaho Falls, Idaho 83406.

**X.  
AMENDMENT OF ARTICLES**

These Articles of Incorporation may be amended in accordance with the provisions of Idaho Code Section 30-326.

DATED this 16th day of April, 1992.

  
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Stephen D. Hall

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