

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

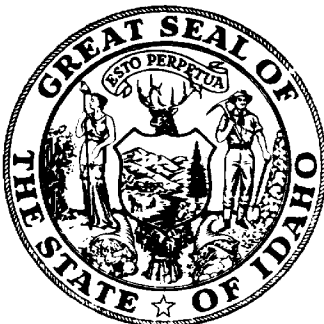
INSPIR* INC.

File number C 108366

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 INSPIR* 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: November 21, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

**ARTICLES OF INCORPORATION
INSPIR* INC.**

Nov 21 3 28 PM '94

SECRETARY OF STATE

1. NAME

The name of this corporation is INSPIR* Inc.

2. PURPOSE

This corporation is organized to enhance life-long education and learning through the inspiration of teachers, students and parents, by focusing on training, supplemental materials and the use of advanced educational technologies. It may pursue those goals by transaction of any lawful business as described in the Idaho Nonprofit Corporation Act. The corporation will operate for educational purposes as defined by the U.S. Internal Revenue Code, Section 501(c)(3).

3. INITIAL DIRECTORS

The initial directors of the corporation are:

Marcia J. Beckwith,	2260 Dicky Ct., Eagle, ID 83616
Karl J. Baumann,	1500 Lincoln Village Cr., No. 2127, Larkspur, CA 94939
Ann M. Ritter,	1212 So. York, Denver, CO 80210
Lisa Rutkowski,	4869 Chevy Chase Dr., Bethesda, MD 20815
Jackie Smith,	P.O. Box 7803, Boise, ID 83707

4. REGISTERED AGENT

The registered agent shall be Marcia J. Beckwith, residing at 2260 Dicky Ct., Eagle, ID 83616.

5. INCORPORATOR

The sole incorporator is Marcia J. Beckwith, residing at 2260 Dicky Ct., Eagle, ID 83616.

6. MEMBERSHIP

The corporation will not have members.

7. DISTRIBUTION OF ASSETS ON DISSOLUTION

Assets remaining upon dissolution of the corporation shall be distributed to a nonprofit fund, selected by the Directors, which has established its tax exempt status under Section 501(c)(3) of the IRS Code.

Signed this First Day of November, 1994.

Marcia J. Beckwith
Marcia J. Beckwith, IDAHO SECRETARY OF STATE
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