

**ARTICLES OF INCORPORATION  
OF  
GEM PREP: MERIDIAN, INC.,  
A Non-Profit Corporation**

**FILED EFFECTIVE**

**2016 DEC 23 AM 8:50**

**SECRETARY OF STATE  
STATE OF IDAHO**

The undersigned, all of whom are citizens of the United States of America, do hereby associate themselves to promote, organize, establish and operate a non-profit corporation pursuant to the provisions of the Idaho Nonprofit Corporation Act, Title 30, Chapter 3, Idaho Code. We do hereby certify to adopt The Articles of Incorporation set forth herein:

**ARTICLE I**

The name of the corporation (hereinafter called the Corporation) shall be:

**Gem Prep: Meridian, Inc.**

**ARTICLE II**

The Corporation is a nonprofit benefit corporation organized exclusively for charitable, educational, and scientific purposes under the Idaho Nonprofit Corporation Act. No part of the net earnings shall inure to the benefit of its incorporator, officers, directors, or any other private person(s), except that the Corporation shall be authorized to make payments and distributions in furtherance of the purposes set forth herein or in the Corporation Bylaws.

The Corporation may exercise all powers which a corporation organized under the laws of the Idaho Nonprofit Corporation Act, as may be amended, may be authorized to exercise. The specific purpose for which this corporation is organized is to operate a public charter school pursuant to the Idaho Public Charter Schools Act of 1998.

Without limiting the powers the Corporation may lawfully exercise, the corporation shall have the powers to receive, retain and expend funds from the governments of the United States of America, state and local governments, charitable or educational organizations (including foundations), private organizations, or individuals.

The powers and purposes of this Corporation shall, at all times, be so construed and limited as to enable this Corporation to qualify as a not for profit organization, and existing under Chapter 3, Title 30 of the Idaho Code, and it shall have all power and authority as set forth in Section 30-3-24 of Idaho Code, and all other applicable sections of the Idaho Code.

IDAHO SECRETARY OF STATE  
**12/23/2016 05:00**  
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### ARTICLE III

The street address of the registered office is:

606 South Avenue  
Deary, ID 83823

And the registered agent at such address is:

Barb Femreite  
Agent/Treasurer/Business Manager

### ARTICLE IV

The board of directors shall consist of no fewer than five (5) people, nor more than nine (9) persons, whose terms may, but need not be, concurrent.

The initial Board of Directors shall hold office for an initial period of one year. The *directors, after the initial Board of Directors*, shall be elected or appointed in the manner and the terms provided in the Bylaws of the Corporation.

The names and addresses of the initial directors are:

<b>Dennis Turner, Chair</b>	4040 Amber Ln. Pocatello, ID 83202
<b>Murray Stanton, Vice-Chair</b>	1371 Mica Mountain Deary, ID 83823
<b>Allison Akhnoukh</b>	619 Quince Circle Boulder, CO 80304
<b>Jill Call</b>	9819 W. Pattie Dr. Boise, ID 83704
<b>Brian Trammell</b>	Pocatello, Idaho
<b>Bonnie Freytag</b>	804 Park Street Deary, ID 83823
<b>Roger Stewart</b>	4701 N. Jullion Way Boise, ID 83704

## **ARTICLE V**

The name(s) and address(es) of the incorporator(s):

Jason Bransford  
PO Box 338  
Deary, ID 83823

## **ARTICLE VI**

The mailing address of the Corporation shall be:

PO Box 338  
Deary, ID 83823

## **ARTICLE VII**

The Corporation does not have voting members. The manner of selecting directors and conducting business and internal affairs of the Corporation shall be established by the bylaws. The bylaws may be amended from time to time as may be required or desired at a properly noticed special or regular meeting of the board of directors.

## **ARTICLE VIII**

Prior to any school closure decision, a closure protocol will be developed to ensure timely notification to parents, orderly transition of students and student records to new schools, and proper disposition of school funds, property and assets, in accordance with Idaho law.

Pursuant to Idaho Code 33-5212, in the event of a public charter school closure for any reason, the assets of the school shall be distributed first to satisfy outstanding payroll obligations for employees of the school, including any tax, public employee retirement system and other employee benefit obligations, then to creditors of the school, and then to the authorized chartering entity in the case of a public charter school authorized by the board of a local school district. In the case of a public charter school authorized by any other authorized chartering entity, any remaining assets shall be distributed to the public school income fund. Assets purchased using federal funds shall be returned to the authorized chartering entity for redistribution among other public charter schools. If the assets of the school are insufficient to pay all parties to whom the school owes compensation, the prioritization of the distribution of assets may be determined by decree of a court of law.

## **ARTICLE IX**

The duration of the Corporation will be perpetual.

## ARTICLE X

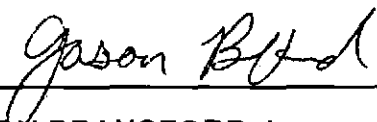
The Corporation is organized upon a non-stock and no-profit basis. The amount of assets of the Corporation is:

Real Property                      \$0.00

Personal Property                \$0.00

The Corporation is to be financed and operated by the receipt of tax money and private donations in accordance with the charter schools laws of the State of Idaho.

DATED this 19<sup>th</sup> day of Dec, 2016

  
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JASON BRANSFORD, Incorporator