

FILED EFFECTIVE

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HERITAGE COMMUNITY CHARTER SCHOOL, INC.**

2011 MAR 13 AM 11:50

SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of Sections 30-3-90 and 94 of the Idaho Nonprofit Corporation Act, the undersigned adopts the following Amended and Restated Articles of Incorporation.

Article I

NAME

The name of the corporation is Heritage Community Charter School, Inc.

Article II

DURATION

The period of duration of the corporation is perpetual.

Article III

PURPOSE

(a) The corporation is created to act and operate exclusively as a nonprofit corporation pursuant to the Idaho Nonprofit Corporation Act as amended and supplemented. The purpose for which the corporation is created is to establish and operate a school for grades K through 12 and educational activities related thereto.

(b) The general purpose for which the corporation is formed is to operate exclusively for such educational purposes and any and all other lawful purposes, activities and pursuits which are substantially similar to and reasonably related to the foregoing as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

(c) The corporation may solicit and receive contributions, purchase, own and sell real and personal property, make contracts, invest corporate funds, spend corporate funds for corporate purposes, and engage in any other activity in furtherance of, incidental to, or connected with any of the foregoing purposes.

Article IV

MEMBERS/STOCK

The corporation shall not have any class of members or stock.

Page 1 of 4

Heritage Community Charter School, Inc.
Amended and Restated
Articles of Incorporation

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**Article V
BYLAWS**

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

**Article VI
DIRECTORS**

The number of directors of the Corporation shall be no less than five (5) and no more than seven (7) as fixed from time to time in accordance with the Bylaws of the Corporation. In order for business to be conducted, a quorum of directors, as defined and set forth in the Bylaws of the Corporation must be present. The number of directors constituting the Board of Directors of the Corporation is five (5), and the names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are:

NAMES & ADDRESSES:

Lon C. McRae
10430 Randall Lane
Caldwell, ID 83607

Jenny Mattravers
26231 Homedale Rd
Wilder, Idaho 83676

Kevin Benjamin
15090 Castle Way
Caldwell, ID 83607

Emmanuel Navarro
1082 North Stolle Way
Meridian, Idaho 83642

Bridger Fly
1203 Empire Ct
Caldwell, ID 83607

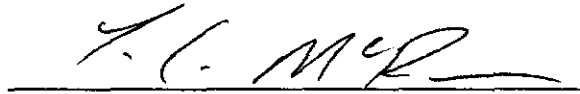
Article VII

REGISTERED OFFICE AND AGENT

The address of the corporation's initial registered office shall be: 10430 Randall Lane Caldwell, ID 83607 and the corporation's initial registered agent at such address shall be: **Lon C. McRae.**

Such office may be changed at any time by the Board of Directors without amendment of these Articles of Incorporation. The mailing address of the corporation shall be: **10430 Randall Lane Caldwell, ID 83607.**

I hereby acknowledge and accept appointment as corporate registered agent:



Lon C McRae

Article VIII PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be Canyon County, Idaho. The business of this Corporation may be conducted in all counties of the State of Idaho and in all states of the United States, and in all territories thereof as the Board of Directors shall determine.

Article IX DISTRIBUTIONS

The property of the corporation is irrevocably dedicated to educational purposes, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, trustees, 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 III hereof.


Article X DISSOLUTION

Upon the dissolution and winding up of the corporation, all assets after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed by the Corporation's charter authorizing entity to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws. Any 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.


In witness whereof, we, Lon McRae, Jenny Mattravers, Bridger Fly, Emmanuel Navarro, and Kevin Benjamin have executed these Amended and Restated Articles of Incorporation in duplicate this March 17, 2011, and say: That they are all Directors herein; that they have read the above and foregoing Amended and Restated Articles of Incorporation; know the contents

thereof and that the same is true to the best of their knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters they believe to be true.

DIRECTOR


Lon C. McRae

DIRECTOR


Jenny Mattravers

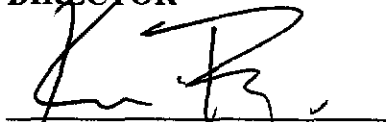
DIRECTOR


Bridger Fly

DIRECTOR


Emmanuel Navarro

DIRECTOR


Kevin Benjamin