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**ARTICLES OF INCORPORATION  
OF  
HERITAGE ACADEMY, INC.**SECRETARY OF STATE  
STATE OF IDAHO

We, the undersigned natural persons all being of the age of eighteen years or more, acting as incorporators under the provisions of Title 30, Chapter 3, Idaho Code, adopt the following Articles of Incorporation for Heritage Academy, Inc.

**Article I  
NAME**

The name of the corporation is Heritage Academy, 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 8 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.

**Article V  
BY-LAWS**

IDAHO SECRETARY OF STATE  
08/21/2009 05:00  
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1 @ 28.00 = 28.00 NON EXPEDI # 3

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Provisions for the regulation of the internal affairs of the corporation shall be set forth in the By-Laws of the corporation.

#### **Article VI DIRECTORS**

The number of directors of the Corporation shall be no less than three (3) and no more than seven (7), as fixed from time to time in accordance with the Bylaws of the Corporation. The number of directors constituting the initial 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:

Blair Crouch  
362 East 500 North  
Jerome, Idaho 83338

Scott Bybee  
5651 US Highway 93  
Jerome, Idaho 83338

Anneli Crouch  
362 East 500 North  
Jerome, Idaho 83338

Amanda Bingham  
111 East 50 North  
Jerome, Idaho 83338

Kelly Bangerter  
908 East Avenue F  
Jerome, Idaho 83338

#### **Article VII INCORPORATORS**

The names and addresses of the incorporators are:

Blair Crouch  
362 East 500 North  
Jerome, Idaho 83338

Scott Bybee  
5651 US Highway 93  
Jerome, Idaho 83338

Anneli Crouch  
362 East 500 North  
Jerome, Idaho 83338

Amanda Bingham  
111 East 50 North  
Jerome, Idaho 83338

Kelly Bangerter  
908 East Avenue F  
Jerome, Idaho 83338

#### **Article VIII REGISTERED OFFICE AND AGENT**

The address of the corporation's initial registered office shall be: 112 South Lincoln Ste 5 Jerome, Idaho 83338, and the corporation's initial registered agent at such address

shall be: **Blair Crouch**. 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: P.O. Box 378; Jerome, Idaho 83338

#### **Article IX PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this Corporation shall be Jerome 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, and in all foreign countries as the Board of Directors shall determine.

#### **Article X 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 XI LIMITATIONS**

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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other 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, as amended or supplemented, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended or supplemented.

#### **Article XI 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 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, Blair Crouch, Scott Bybee, Anneli Crouch, Kelly Bangerter, and Amanda Bingham have executed these Articles of Incorporation in duplicate this 21 day of August, 2009, and say: That they are all incorporators herein; that they have read the above and foregoing 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.

  
Blair Crouch  
Anneli Crouch  
Amanda Bingham  
Scott Bybee  
Kelly Bangerter