

FILED EFFECTIVE

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

ONE STONE, INC.

2016 APR 29 PM 2: 14

**SECRETARY OF STATE
STATE OF IDAHO**

Pursuant to Chapter 30 of Title 30 of the Idaho Code, the Articles of Incorporation of One Stone, Inc. entered into as of October 24, 2008, are hereby amended and restated in their entirety as follows:

1. The name of the Corporation is One Stone, Inc.
2. The Amended and Restated Articles of Incorporation of One Stone, Inc. are as follows:

ARTICLE I. NAME

The name of the Corporation is One Stone, Inc.

ARTICLE II. NONPROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION

The period of duration of the Corporation shall be perpetual until dissolution.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The location of the corporation is in Boise, Idaho. The address of the registered office is 7025 W. Emerald Street, Suite 200, Boise, Idaho, 83704, and the name of the registered agent at this address is Teresa G. Poppen.

ARTICLE V. PURPOSE

The Corporation is organized exclusively for charitable, religious, educational, scientific, or literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, including but not limited to:

- A. To operate an educational organization that includes an independent school and various related educational programs.
- B. To engage in any and all lawful activities for which nonprofit corporations may be incorporated under the laws of the state of Idaho and subject to restrictions on such activities herein.

C 180586

- C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

ARTICLE VI. LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 V hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, or any initiative or referendum before the public, 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 provisions of these Articles, 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, or the 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 the corresponding section of any future federal tax code.

ARTICLE VII. MEMBERS

The Corporation shall have no members.

ARTICLE VIII. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws but shall consist of no fewer than three (3) people. The Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws.

ARTICLE IX. PERSONAL LIABILITY

No officer, director, employee, or volunteer of the Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property of the officers, directors, employees, or volunteers be subject to the payment of the debts or obligations of the Corporation.

ARTICLE X. DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the assets shall be distributed for one or more exempt purposes within the meaning of the Section 501(c)(3) of the Internal Revenue Code, or the 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.

ARTICLE XI. AMENDMENTS TO ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal, by the affirmative vote of a majority of the members of the Board of Directors, any of the provisions contained in these Articles.

ARTICLE XII. BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors shall have the power to adopt, amend, or repeal the Bylaws.

3. The date of the adoption of the Amended and Restated Articles of Incorporation was April 28, 2016.

4. Manner of Adoption: Each amendment consists exclusively of matters which do not require member approval pursuant to Section 30-30-705 of the Idaho Code and was, therefore, adopted by the board of directors.

- a. The number of directors entitled to vote was 18.
- b. The number of directors that voted for each amendment was 17.
- c. The number of directors that voted against each amendment was 0.

DATED this 28th day of April, 2016.

ONE STONE, INC., an Idaho nonprofit corporation

By: 

Simone Migliori

Chair, Board of Directors

IDAHO SECRETARY OF STATE

04/29/2016 05:00

CK:1011 CT:323813 BH:1526091

10 30.00 = 30.00 NON PROF A #2