



CERTIFICATE OF INCORPORATION
OF

W. C. DAVIS ACADEMY, INC.

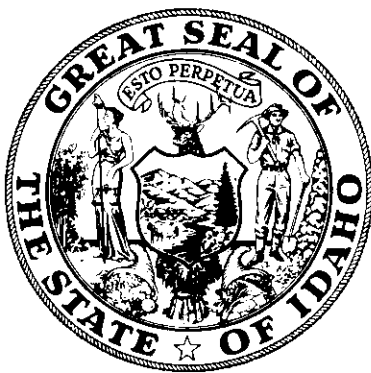
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

W. C. DAVIS ACADEMY, 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 August 26, 19 82.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION - NONPROFIT CORPORATION

We, the undersigned, residents of the State of Idaho, being of legal age, do hereby associate ourselves together for the purpose of forming a non-profit corporation under the statutes of the State of Idaho.

SECRETARY OF STATE

ARTICLE ONE

NAME

SECRETARY OF STATE

The name of the corporation is **W. C. Davis Academy, Inc.**

ARTICLE TWO

ADDRESS

The address of the corporation's principle office is:
5311 Hawthorne Road, Pocatello, Idaho 83202. The name of it's initial registered agent at such address is T. Kent Hill.

ARTICLE THREE

TYPE OF CORPORATION

The corporation is a nonprofit corporation.

ARTICLE FOUR

DURATION

The period of duration of this non-profit corporation shall be perpetual.

ARTICLE FIVE

CORPORATE PURPOSE

This non-profit corporation is organized for the following purposes:
to establish and operate a school for persons ages three through seventeen covering the levels of kindergarten, lower elementary and through high school. To establish, maintain, and operate recreational and educational institutions. To own, maintain, and operate land, facilities, and equipment for use in connection with such institutions for the purpose of enjoyment and learning whether theoretical or practical. To disseminate knowledge in all areas whether academic, physical or vocational. The corporation shall have the right to do and accomplish all things and engage in any other lawful transactions which a corporation organized under the Non-Profit Corporation Laws of Idaho might do, accomplish, or engage in.

ARTICLE SIX

NO PECUNIARY GAIN

This corporation is not organized for a pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends, and no part of its new earnings shall inure to the benefit of any member, director, or individual. 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 Five above.

ARTICLE SEVEN
CONDITIONS OF MEMBERSHIP

The conditions and regulations of membership and the rights and other privileges of the classes of membership shall be determined and fixed by the ByLaws of this corporation.

ARTICLE EIGHT
LIMITATION OF MEMBER'S LIABILITY

The private property of the members of this corporation shall not be liable for its corporate debts.

ARTICLE NINE
NAME AND ADDRESS OF INCORPORATORS

The name and address of each incorporator is as follows:


<u>NAME</u>	<u>ADDRESS</u>
T. Kent Hill	5321 Hawthorne Road, Pocatello, Idaho 83202
Patricia J. Hill	5321 Hawthorne Road, Pocatello, Idaho 83202
Walter C. Davis	241 No. Hayes, Apt. #2, Pocatello, Idaho 83204

ARTICLE TEN
NUMBER OF DIRECTORS

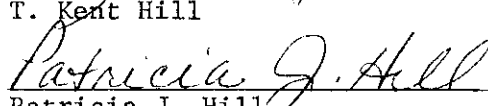
Three incorporators shall constitute the initial board of directors.

ARTICLE ELEVEN
VOTING POWER OF MEMBERS

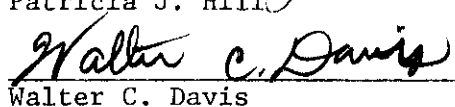
The voting power of each member is equal.



T. Kent Hill



Patricia J. Hill




Walter C. Davis

STATE OF IDAHO

County of Bannock

On this 14th of July, 1982, personally appeared before me, T. Kent Hill, Patricia J. Hill and Walter C. Davis, Incorporator's of **W. C. Davis Academy, Inc.** known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal the day and year in this certificate first above written.



NOTARY PUBLIC FOR IDAHO (SEAL)
Residing at See Idaho
My Commission Expires: Lifetime