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99 JUN 16 PM 2:01

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

99 JUN 14 PM 2:51

GRACE CHRISTIAN SCHOOL, INC. SECRETARY OF STATE
STATE OF IDAHO

ARTICLE I: NAME

The name of this Corporation is GRACE CHRISTIAN SCHOOL, INC.

ARTICLE II: DURATION

The duration of this Corporation is perpetual.

ARTICLE III: PURPOSES

The purposes for which this Corporation is formed are as follow:

3:1 To promote and establish Bibliocentric education to include Bible teaching, character, education, and strong academics for the purpose of preparing students to be effective instruments for God's will in their lives;

3:2 To engage in any lawful activity, none of which is for profit, for which corporations may be organized pursuant to the Idaho Nonprofit Corporation Act;

3:3 To engage exclusively in charitable, religious and educational purposes including for such purposes the making of distributions to organization that qualify as exempt organizations under Sec. 501 (C) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any future United States Internal Revenue law;

3:4 To exercise all powers granted by law to exempt corporations and to do al other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation and not distributed to personal benefit of the members thereof.

IDAHO SECRETARY OF STATE

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The forgoing enumeration of specific powers shall not limit or restrict in any manner the general powers of the Corporation granted by the statutes of the State of Idaho.

ARTICLE IV: REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registered office shall be 102 Coyote Bluff Dr., Hailey, Idaho 83333, and the name of the initial registered agent at such address is Michael Hill.

ARTICLE V: MEMBERSHIP

The membership of the Corporation shall be defined in the Bylaws of the Corporation, as adopted by the Board of Directors. There are no members.

ARTICLE VI: CAPITAL STOCK, DISTRIBUTION OF CORPORATE ASSETS AND LIABILITY OF DIRECTORS

- (1) The Corporation does not anticipate pecuniary gain or profit and there shall be no capital stock.
- (2) No part of the net earnings of the Corporation shall ever revert to the benefit of any donor, director or officer of the Corporation or to any private individual. No donor, director or officer of this Corporation or any private individual shall be entitled to share in the distribution of any of the Corporate assets. This shall not prevent reasonable compensation for services rendered to the Corporation.
- (3) Upon dissolution of the Corporation, all assets then remaining, shall be distributed to named recipients who must, at the time of said distribution, be exempt from Federal Income Tax, pursuant to Section 501 (c) (3) of the Internal Revenue Code of 1954.
- (4) The Directors shall not be personally liable for the debts, liabilities or obligations of the Corporation.

ARTICLE VII: BOARD OF DIRECTORS

A Board of Directors shall manage the business affairs of the Corporation. The number of Directors shall be fixed by the Bylaws and may be increased or decreased from time to time in the manner specified therein. The first Board of Directors shall consist of three (3) members, who shall until the final organizational meeting of the Corporation and their successors are elected and qualified, unless they earlier resign or are removed. These directors are:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------------------------|---|
| <u>Michael L. Hill, Chairman</u> | <u>1661 2nd Ave North</u> <u>P. O. Box 3746</u> <u>Hailey, Idaho 83333</u> |
| <u>Curtis Johnson, Vice Chair</u> | <u>212 Wall St.</u> <u>P. O Box 6769</u> <u>Ketchum, Idaho 83340</u> |
| <u>Gail Brady, Secretary/Treasure</u> | <u>107 Shawn Ln.</u> <u>P. O. Box 1787</u> <u>Hailey, Idaho 83333</u> |

ARTICLE VIII: BYLAW

The Corporation, through action by its Board of Directors, shall have the power to adopt, amend or repeal the Bylaws which shall, from time to time, be adopted.

ARTICLE IX: AMENDMENTS TO ARTICLES OF INCORPORATION

The Board of Directors may pass a resolution to amend these Articles of Incorporation and present them to the Membership to vote by affirmative unanimous vote of the Membership at any regular business meeting, provided special notice of such amendments or change shall have been given

by posting at the registered office of the Corporation in a public place visible to all entering therein for a period of (4) weeks preceding such meeting as required by state law. Such notice shall contain all of the proposed changes and set forth the time, date and place of the business meeting. Notice may be waived by a unanimous vote of the members of the Board.

IN WITNESS WHEREOF, the Incorporators have hereunto set their hand and seals this 10th day of June.

Michael L. Hill
Chairman

[Signature]
Vice-Chairman

Gail Bradley
Secretary/Treasure

STATE OF IDAHO
COUNTY OF BLAINE

THIS IS TO CERTIFY that on this 10th day of JUNE, before me, the undersigned Notary Public in and for the state of Idaho, duly commissioned and sworn, personally appeared Michael Hill Curtis Johnson, Gail Bradley to me known to be the individuals described in this who executed the forgoing Articles of Incorporation, in duplicate, and acknowledged to me that they executed the same as their free and voluntary act and deed, for the use and purposes therein mentioned.

WITNESS MY HAND AND OFFICIAL SEAL at the City of Hailey, Idaho the day and year in this Certificate first above written.

[Signature]
Notary Public in and for
the State of Idaho residing at

Blaine CO, ID.

Comm. exp. 1-2-2002