

IDAHO SECRETARY OF STATE
12/11/2008 05:00
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AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
FOOTHILLS SCHOOL OF ARTS AND SCIENCES, INC.

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The Articles of Incorporation of Foothills School of Arts and Sciences, Inc. originally entered into as of April 30, 1992, and amended January 16, 1997, 1998, and May 29, 2008, are hereby amended and restated in their entirety by these Amended and Restated Articles of Incorporation of Foothills School of Arts and Sciences, Inc. ("Articles"), to-wit:

Article One

The name of the corporation shall be Foothills School of Arts and Sciences, Inc.

Article Two

The principal place of business and registered office of the corporation shall be 618 South Eighth Street, Boise, Idaho 83702.

Article Three

The name and address of the registered agent shall be Shawn Shepherd 618 South Eighth Street, Boise, Idaho 83702.

Article Four

The purpose for which the corporation is organized shall be the operation of an educational organization consistent with Section 501(c)(3) of the Internal Revenue Code and any amendments thereto ("IRC").

Article Five

The corporation is organized exclusively for educational purposes within the meaning of IRC § 501(c)(3). Without limiting the powers the corporation may lawfully exercise, the corporation shall have the powers to receive, retain and expend funds from the government of the United States of America, state and local governments, charitable or educational organizations (including foundations), private organizations, or individuals. Consistent with the foregoing, the corporation may exercise all powers which a corporation organized under the laws of the Idaho Nonprofit Corporation Act, Idaho Code §§ 30-3-1 to 30-3-145, as may be amended, may be authorized to exercise.

Article Six

The corporation shall not exercise any power or authority nor engage in any activity which could prevent it from qualifying and continuing to qualify as a non-profit corporation pursuant to IRC § 501(c)(3). No part of the net earnings of the

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corporation shall inure to the benefit of its incorporator, officers, trustees, or any other private persons, except that the corporation shall be authorized to make payments and distributions in furtherance of the purposes set forth herein and in the Bylaws.

Article Seven

The corporation shall have no capital stock, and membership in the corporation shall be governed by the Bylaws.

Article Eight

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of IRC § 501(c)(3), or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose. Any such assets not so disposed of shall be disposed of by the appropriate court 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 charitable purposes under IRC § 501(c)(3).

Article Nine

The fiscal year of the corporation shall be July 1 to June 30.

Article Ten

There shall be no less than three (3) and no more than twenty five (25) trustees.

Article Eleven

The duration of the corporation shall be perpetual.

Article Twelve

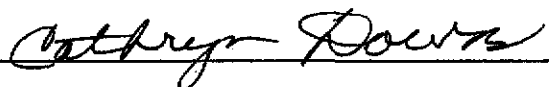
Any question as to the interpretation of these Articles shall be settled by the Board. In the event of any conflict between these Articles, and applicable federal, state, or local law, such conflicts shall be resolved in favor of the applicable federal, state, or local law. In the event of any conflict between these Articles and the Bylaws, the Articles shall govern.

The above was approved by the unanimous vote of the board of the corporation meeting with a quorum on the 16th day of September, 2008.



Printed name: John R. Stevens, III

Title: Chair of the board of the corporation



Printed name: CATHRYN DOWNS

Title: Secretary of the board of the corporation