

FILED EFFECTIVE**ARTICLES OF INCORPORATION
OF**2007 MAY -8 PM 4:01
SECRETARY OF STATE
STATE OF IDAHO**OUR LADY OF CONFIDENCE SPECIAL EDUCATION ASSOCIATION, INC.**

THE UNDERSIGNED, acting as the incorporator of a Corporation under the provisions of Idaho law, hereby signs and verifies the following Articles of Incorporation for such Corporation.

**ARTICLE I
NAME**

The name of this corporation is OUR LADY OF CONFIDENCE SPECIAL EDUCATION ASSOCIATION, INC., a Nonprofit Corporation (hereinafter referred to as the "Corporation").

**ARTICLE II
DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE III
Registered Office and Agent**

The name and address of the initial registered office of the Corporation shall be Donald J. Gary, Jr., 250 N. W. Blvd., Suite 107A, Coeur d'Alene, ID 83814.

**ARTICLE IV
Purpose and Powers**

4.1 Purposes. The purposes for which this Corporation is formed are the following:

A. This Corporation is organized exclusively for the purposes of providing special education services and programs to children requiring special education.

B. To, aid, support and assist by gifts, contributions or otherwise, other Corporations, community chests, funds and foundations organized and operated exclusively for

ARTICLES OF INCORPORATION

IDAHO SECRETARY OF STATE
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charitable, scientific, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

C. To do any and all lawful activities which may be necessary useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as Corporations, firms, associations, trusts, institutions, foundations or governmental bureaus, departments of agencies.

4.2 Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Articles of Incorporation or Bylaws, the Corporations shall have all powers which now or hereafter are conferred by law upon a Corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the corporation's purposes.

ARTICLE V Limitations

All of the purposes and powers of the Corporation shall be exercised exclusively for charitable, scientific, and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue code of 1986 or the corresponding provision of any future United States Internal Revenue law, and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Internal Revenue code of 1986 or the

corresponding provision of any future United States Internal Revenue law. 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 activities not permitted to be carried on by (a) by a Corporation exempt from federal and state income taxes under 501(c)(3) of the Internal Revenue code of 1986 or the corresponding provision of any future United States Internal Revenue law, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable, to its directors, officers or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization or organization recognized as exempt under Section 501(c)(3) of the Internal Revenue code of 1986 or the corresponding provision of any future United States Internal Revenue law, and used exclusively to accomplish the purposes for which this Corporation is organized.

ARTICLE VI

Members

The Corporation shall have non-voting members.

ARTICLE VII

Directors

The number of directors constituting the initial Board of Directors of the Corporation shall be not less than three nor more than five directors. The names and addresses of the persons

who are to serve as the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Dr. Lorene Lindley	250 N. W. Blvd., Suite 107A, Coeur d'Alene, ID 83814
Nora counts	250 N. W. Blvd., Suite 107A, Coeur d'Alene, ID 83814
Ann Hill	250 N. W. Blvd., Suite 107A, Coeur d'Alene, ID 83814

The initial Board of Directors shall serve until the first annual meeting of the Board, which shall establish the Bylaws and elect a new Board of Directors.

The initial Board of Directors shall have complete authority to transact all business on behalf of the Corporation until the first annual meeting of the Corporation.

The powers and duties, number, qualifications, terms of office, manner of election, time and criteria for removal of directors shall be set forth in the Bylaws of the Corporation.

ARTICLE VIII

Director Liability Limitations

A director shall have no liability to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If Idaho law is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by Idaho law, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director votes or assents to a distribution which is lawful or violates the requirements of these Articles of Incorporation, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled.

ARTICLE IX Indemnification

9.1 Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation or, while a trustee, officer, employee or agent of another Corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless, by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue to a person who ceased to be a director, trustee, officer employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 1 or otherwise.

9.2 Right of Claimant to Bring Suit. If a claim for which indemnification is required under

Section 1 of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in any action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or other reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

9.3 Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members, if any, or disinterested directors or otherwise.

9.4 Insurance, Contracts and Funding. The Corporation may maintain insurance at its expense to protect itself, any director, trustee, officer, employee or agent of the Corporation or another Corporation, partnership, joint venture, trust or other enterprise against any expense, liability

or loss, whether or not the Corporation would have the power to indemnify such persons against such expense, liability or loss under Idaho law, as applied to nonprofit corporations. The Corporation may, without further membership action, enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

9.5 Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of its Board of Directors from time to time, provide indemnification any pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, Idaho law, as applied to nonprofit Corporations, or otherwise.

ARTICLE X

Transactions Involving Directors

10.1 Corporate contracts. No contracts or other transactions between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any director of this Corporation is pecuniarily or otherwise interested in, or is a trustee, director, or officer of, such other Corporation.

10.2 Individual Contracts. Any director, individually, or any firm of which any trustee may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the Corporation; provided, that the fact that such director or such firm is so interested shall be disclosed to or shall have been known by the Board of Directors or a majority thereof.

ARTICLE X
Bylaws

Bylaws of the Corporation may be adopted by the Board of Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles. The authority to make, alter, amend or repeal bylaws is vested in the Board of directors and members as provided for in the Bylaws.

ARTICLE XII
Incorporator

The name and address of the incorporator is as follows:

Name

Donald J. Gary, Jr.

Address

250 N. W. Blvd., Suite 107A, Coeur d'Alene, ID 83814

Dated: 5/8/2007

Incorporator: 

DONALD J. GARY, JR.