

FILED EFFECTIVE

Articles of Incorporation
Of
Idaho Virtual Education Consortium , Inc.

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned, Board of Directors, of a corporation under Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation. The date of adoption was July 8, 2011.

ARTICLE I.

The name of the Corporation is "Idaho Virtual Education Consortium, Inc."

ARTICLE II.

The period of its duration shall be perpetual.

ARTICLE III.

The corporation is organized and shall be operated exclusively for educational and charitable purposes within the meaning of and pursuant to section 501(c)(3) of the Internal Revenue Code of 1986 (or under the corresponding provision of any future United States Internal Revenue law). References in these Articles of Incorporation to the "Code" shall be to the Internal Revenue Service code of 1986, as amended from time to time.

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Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not carry on any activities not permitted of:

- (a) a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Service code of 1986 or the corresponding provisions of any future Federal Income Tax Code, or
- (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any future Federal Income Tax Code.

ARTICLE IV.

- A. The Corporation shall not issue certificates of stock and no dividends or pecuniary profits shall be declared or paid to the Incorporators or Directors thereof. No part of the income or net earnings of the corporation shall inure to the benefit of, or be distributable to, any director or officer of the corporation or any other private individual (except for reasonable reimbursement may be made for expenses incurred for the corporation by any officer, director, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors); and provided further that no director or officer of the corporation, or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise.
- B. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided in section 501(c)(3) of the Code. 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.

- C. No part of the assets of the corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.
- D. Upon dissolution of the corporation, all of its assets shall be paid over or transferred to one or more exempt organizations of the kind described in section 501(c)(3) of the Code and pursuant to the rules and regulations applicable to Idaho Public Charter Schools to Idaho Law, Rule of the Idaho State Board of Education and Rule of the Idaho Public Charter Commission.
- E. Notwithstanding any other provision hereof, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax exempt under the provisions of section 501(c)(3) of the Code.
- F. Notwithstanding any other provision of these Articles during any period that the corporation is a "private foundation" within the meaning of section 509 of the Code, the corporation shall be required to distribute its income for each taxable year of the corporation at such time and in such a manner as not to subject the corporation to tax under section 4942 of the Code; and the corporation shall be prohibited from engaging in any act of self-dealing as defined in section 4941(d) of the Code, from making any investments in such a manner as to subject the corporation to tax under

section 4944 of the Code, and from, making any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE V.

The corporation shall have no voting members and all business affairs of the corporation shall be conducted by its Board of Directors.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws as adopted from time to time by the Board of Directors.

ARTICLE VI.

The address of the registered office of the corporation is 1362 E. Nest View Court, Eagle, Idaho 83616 and the name of its registered agent at such address is Clifford L. Green.

ARTICLE VII.

The address of the principal office of the corporation is 1362 E. Nest View Court, Eagle, Idaho 83616.

ARTICLE VIII.

The number of directors constituting the initial Board of Directors of the corporation is five (5). The number of Directors of constituting the Board of Directors of the Corporation shall be fixed y the ByLaws, but in no event shall be less than three (3)

or more than seven (7) Directors. The names and addresses of the persons who served as the initial directors are:

Clifford L. Green 1362 E. Nest View Court
Eagle, Idaho 83616

Kim Kelley 206 S. Straughan Ave.
Boise, Idaho 83712

Lance Giles 13391 West Pala Mesa Drive,
Boise, Idaho 83713


Garry Lough 1306 N. Forestdale Place
Eagle, Idaho 83616

Christii Rood 1458 E. Prohaska Court
Eagle, Idaho 83616

The procedure for appointing and replacing Directors shall be set forth in the ByLaws. Pursuant to Resolution of the Board, all Directors appointed or selected to serve must be residents of the state of Idaho.

The Incorporator of the Corporation is Clifford L. Green.
The address of the Incorporator is 1362 E Nest View Ct. Eagle ID 83616.

Dated July 8, 2011




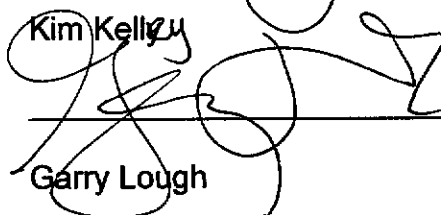
Clifford L. Green Incorporator



Lance Giles


Christi Rood



Kim Kelley


Garry Lough