

FILED EFFECTIVE

2014 FEB -5 AM 8:37

SECRETARY OF STATE
STATE OF IDAHO

**Articles of Incorporation
of
2Ears2Learn, Inc.**

In compliance with the requirements of the "Idaho Nonprofit Corporation Act," Idaho Code §§ 30-3-1, et seq., the undersigned, who is of lawful age, has this day voluntarily associated for the purpose of forming a corporation not for profit, and does hereby certify as follows:

ARTICLE I - NAME

The name of the corporation is "2Ears2Learn, Inc."

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSES

This corporation is organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, including but not limited to providing medical devices to needy patients and the transaction of any lawful activity consistent with the foregoing purposes.

ARTICLE IV - MEMBERS

The corporation shall not have members.

ARTICLE V - INITIAL REGISTERED OFFICE

The initial registered office of the corporation is located at 100 E. Idaho Street, Suite 303, Boise, Idaho 83712.

ARTICLE VI - INITIAL REGISTERED AGENT

The initial registered agent of the corporation, whose address is the same as that of the initial registered office of the corporation is Russell H. Griffiths.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors. The number of members of such Board of Directors shall be fixed from time to time in accordance with the

Articles of Incorporation

C201068
IDAHO SECRETARY OF STATE
02/05/2014 05:00
CK: 5361 CT: 84162 BH: 1409141
1 @ 30.00 = 30.00 INC HEND #2
1 @ 20.00 = 20.00

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1 @ 20.00 = 20.00 NON EXPEDI # 3

Bylaws, but at no time shall the Board of Directors have less than three (3) members. The names and addresses of the persons who are to act as the initial Board of Directors of the corporation, to serve until their successors have been selected, are:

Russell H. Griffiths
100 E. Idaho Street, Suite 303
Boise, ID 83712

Ryan Van De Graaff
900 N. Liberty Street, Suite 400
Boise, ID 83704

Jessica Stich-Hennen
510 North 2nd Street, Suite 201
Boise ID. 83702

Star Thomas
100 E. Idaho Street, Suite 303
Boise, ID 83712

The selection process for Directors (other than the members of the Board of Directors who are designated above) as well as Director terms, removal and duties, shall be provided for in the Bylaws of the corporation.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of the corporation are as follows:

Darin DeAngeli
250 S. 5th Street, Suite 660
Boise, Idaho 83702

ARTICLE IX - DISSOLUTION

The corporation may be dissolved upon the affirmative vote of two-thirds (2/3) of the Board of Directors of the corporation pursuant to the Bylaws, entitled to vote such vote being taken at a meeting of the Board of Directors called for that purpose, or upon the written consent of all members of the Board of Directors of the corporation. Upon the dissolution or other termination of the corporation, no part of the property of the corporation, nor any of the proceeds thereof, shall be distributed to, or inure to the benefit of, any of the directors of the corporation, but all such property and proceeds shall, subject to the discharge of valid obligations of the corporation and to applicable provisions of law, be distributed, as directed by the board of directors of the corporation to or among any one or more corporations, trusts, community chests,

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funds or foundations described in § 501(c)(3) of the Internal Revenue Code or any successor provisions.

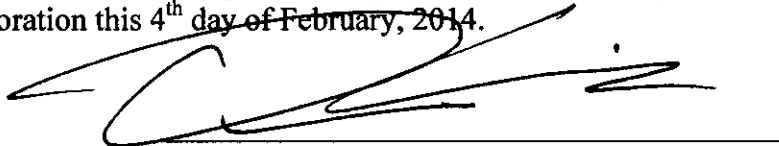
ARTICLE X - AMENDMENTS

Amendments to these Articles shall require the affirmative vote of majority of the members of the board of directors of the corporation then in office voting at a special meeting of the board of directors called for that purpose in accordance with Idaho Code § 30-3-90.

ARTICLE XI - RESTRICTIONS

Pecuniary profit is not the object or purpose of this corporation. The corporation is organized and shall be operated exclusively for charitable purposes within the meaning of § 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. The property of the corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer or shareholder thereof or to the benefit of any private person.

IN WITNESS WHEREOF, the undersigned incorporator of said Corporation has executed these Articles of Incorporation this 4th day of February, 2014.


Darin DeAngeli

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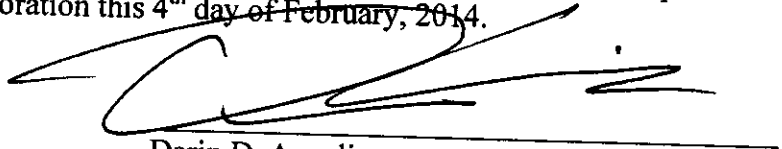
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IN WITNESS WHEREOF, the undersigned incorporator of said Corporation has executed these Articles of Incorporation this 4th day of February, 2014.



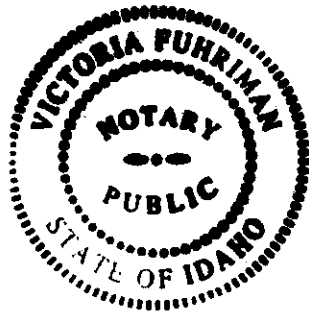
Darin DeAngeli

STATE OF IDAHO)
 : ss.
COUNTY OF ADA)

On this 4th day of February, 2014, before me, the undersigned, a Notary Public in and for said State, personally appeared Darin DeAngeli, known or identified to me to be the person whose name is subscribed in the instrument, and acknowledged to me that he executed the same.

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

(SEAL)



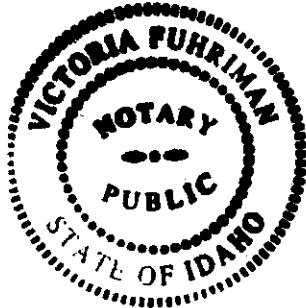
Victoria Fuhrman
Notary Public for Idaho
Commission expires: December 6, 2017

STATE OF IDAHO)
 : ss.
COUNTY OF ADA)

On this 4th day of February, 2014, before me, the undersigned, a Notary Public in and for said State, personally appeared Darin DeAngeli, known or identified to me to be the person whose name is subscribed in the instrument, and acknowledged to me that he executed the same.

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

(SEAL)



Victoria Fuhrman
Notary Public for Idaho
Commission expires: December 6, 2017