

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

FOOTHILLS SCHOOL OF ARTS AND SCIENCES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of FOOTHILLS SCHOOL OF ARTS AND SCIENCES, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: May 4, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Larry J. Clark*

ARTICLES OF INCORPORATION OF RECEIVED
FOOTHILLS SCHOOL OF ARTS AND SCIENCES, INC. SEC. OF STATE

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The undersigned, acting as the incorporator of a corporation under the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation, to-wit:

Article One

The name of the corporation is FOOTHILLS SCHOOL OF ARTS AND SCIENCES, INC.

Article Two

The principal place of business and registered office is 5008 Pierce Park Lane, Boise, Idaho 83703.

Article Three

The name and address of the registered agent and incorporator is:
SUSAN S. MEDLIN
5008 Pierce Park Lane
Boise, Idaho 83703

Article Four

The purpose for which the corporation is organized is the operation of a private school of arts and sciences, grades kindergarten through eighth grade.

Article Five

This corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and any amendments thereto. Without limiting the powers the corporation may lawfully exercise, the corporation shall have the powers to receive, retain and expend funds from the governments 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 Business Corporation Act, 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 corporation described in Section 501(c)(3) of the Internal Revenue Code, or any corresponding provision now or in the future. No part of the net earnings of the

corporation shall inure to the benefit of its incorporator, officers, directors, members, 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

In the event of dissolution or cessation of all activities, all assets remaining after payment of any outstanding liabilities shall be given to any organization or organizations as shall qualify as an exempt organization under Section 501(c) et seq. of the Internal Revenue Code, as amended, as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county 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 such purpose.

Article Nine

The fiscal year of the corporation shall be January 1 to December 31.

Article Ten

There shall be two Directors, and the initial Directors who shall serve until the first annual meeting of the Board of Directors, or until their successors are elected and qualified, are:

SUSAN S. MEDLIN
3100 Crescent Rim Drive
Boise, Idaho 83706

CHRIS FRANCOVICH
2101 North 29th
Boise, Idaho 83702

Article Eleven

The duration of the corporation will be perpetual.

DATED this 30th day of April, 1992.


SUSAN S. MEDLIN, Incorporator