

State of Idaho

Department of State

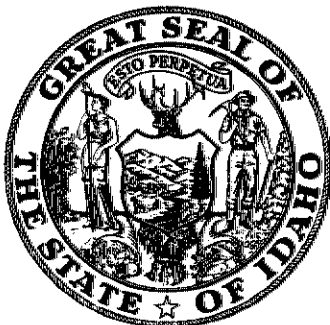
CERTIFICATE OF AMENDMENT OF

THE HEMINGWAY LEARNING INSTITUTE, INC.
File Number C 83019

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of THE HEMINGWAY LEARNING INSTITUTE, INC., changing the corporate name to HEMINGWAY LEARNING INSTITUTE, INC., duly executed 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: October 15, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Harold*

Oct 15 11 02 AM '96
SECRETARY OF STATE
STATE OF IDAHO

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NON PROFIT
DIST 71358
CX #: 613

DATE 10/07/1996 0900 30270
IDAHO SECRETARY OF STATE

RESTATED ARTICLES OF INCORPORATION
OF
THE HEMINGWAY LEARNING INSTITUTE, INC.

An Idaho Non-Profit Corporation

NAME: The name of this Corporation is The Hemingway Learning Institute, Inc.

AMENDMENT TO THE ARTICLES OF INCORPORATION: The Articles of Incorporation are amended this way: Article 1 is amended to change the name of the corporation by dropping "The". Article 2 is amended to state the current registered agent and address of the corporation. Article 3 is not changed. Article 4 is amended to more completely state the nonprofit objectives and purposes of the corporation. A new Article 4a is added to provide for restrictions on the activities of the corporation. Article 5 is amended to provide for more than one class of membership in the corporation. Article 6 is amended to clarify the powers of the Board of Directors and increase the maximum number of directors. A new Article 6a is added to clarify the status of the officers of the corporation. Article 7 is not changed. A new article 7a is added to provide that the private property of the members, directors and officers of the corporation shall not be subject to the payment of any debts of the corporation. A new Article 7b is added to prohibit payments to directors and officers except in certain circumstances. Article 8 is amended to clarify the distribution of corporation assets on dissolution or termination of the corporation.

The restated Articles of Incorporation as amended shall be:

1. NAME OF CORPORATION: The name of this corporation shall be amended to Hemingway Learning Institute, Inc.

2. PRINCIPAL OFFICE AND REGISTERED AGENT: The location and principal office of the Corporation is 201 Emerald St., Ketchum, Idaho, and the post office address is P. O. Box 3021, Ketchum, Idaho 83340. The registered agent of the corporation is Lois G. Graves, 201 Emerald St., Ketchum, Idaho 83340.

3. INCORPORATORS: The incorporators and their addresses are as follows:

- JOANN LEVY, P. O. Box 714, Sun Valley, Idaho 83353
- LOIS MEYER, P. O. Box 627, Sun Valley, Idaho 83353
- CLAIRE CASEY, P. O. Box 538, Sun Valley, Idaho 83353

4. PURPOSE: The corporation is organized and shall be operated exclusively as a non-profit corporation for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code for these purposes:

1. To conduct an after-school enrichment program to provide an environment for improving and developing the creative endeavors and academic exploration for children.
2. To conduct educational and training programs of all kinds for children and adults.
3. To conduct after-school and summer academic enrichment program and child-care programs
4. To conduct research programs related to the education and training of children and adults.
5. To apply for and administer grants related to the education and training of children and adults.
6. To attract substantial support from contributions and other sources for the sole and exclusive use and benefit of the charitable purposes of the corporation.
7. To have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Idaho may now or in the future have or exercise.

4a. RESTRICTIONS: The corporation shall not in any manner, directly or indirectly, have any authority to do any of the following:

1. The corporation has not been formed for pecuniary profit or financial gain and no part of the assets, income or profit of the corporation shall be distributable to or inure to the benefit of the members, directors or officers of the corporation, or other private persons except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes established in these Articles.
2. No substantial activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.
3. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.
4. Under no circumstances shall the corporation carry on any other activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

5. MEMBERS: The members and classes of membership of the corporation shall determined as set out in the Bylaws of the corporation. The rights of all members shall be set out in the Bylaws. No

membership certificates shall be issued unless required by the Bylaws. Any class of membership may be assessed or exempted from assessment in the manner set out in the Bylaws. The amount and method of collection of any assessments shall be determined by the Board of Directors.

6. BOARD OF DIRECTORS: The initial Board of Directors shall be three directors. The Board of Directors shall have the power to amend the Bylaws from time to time to increase the number of Directors to no more than twenty-five directors. The Board of Directors shall have the power to amend the Bylaws without restriction and to elect successor Directors.

The names and addresses of the initial directors of the Corporation are:

JOANN LEVY, P. O. Box 714, Sun Valley, Idaho 83353
LOIS MEYER, P. O. Box 627, Sun Valley, Idaho 83353
CLAIRE CASEY, P. O. Box 538, Sun Valley, Idaho 83353

6a. OFFICERS: The officers of the corporation shall be elected by the Board of Directors as provided in the Bylaws.

7. DURATION: The corporation shall have perpetual existence.

7a. PRIVATE PROPERTY NOT LIABLE: The private property of the Members, Directors and officers of the corporation shall not be subject to the payment of any debts of the corporation.

7b. PROHIBITION ON PAYMENTS: No Director or officer of the corporation shall receive any of the income or other property of the corporation except to the extent that any such person receives payment for services actually rendered, materials furnished, actual expenses incurred or money loaned to the corporation. All funds of the corporation shall be used exclusively to carry out the purposes of the corporation.

8. DISTRIBUTION ON DISSOLUTION: On the dissolution or other termination of the corporation, no part of the property of the corporation or any of the proceeds shall be distributed to or inure to the benefit of any Member, Director or Officer of the corporation.

The assets of the corporation, after payment, or provision for payment, or all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed for a public purpose in this manner:

First, to any successor corporation or association that may be formed to assume the duties and responsibilities of this corporation if that corporation or association also qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code, as it now exists or may later be amended.

Second, to any other organization qualifying as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code, as it now exists or may later be amended, with

preference to organizations similar in nature to this corporation and operating in the Pacific Northwest.

Third, to the State of Idaho, Department of Education.

DATE OF ADOPTION: This amendment to the Articles of Incorporation in the nature of Restated Articles of Incorporation was adopted by the members of the corporation on September 19, 1996.

NUMBER OF SHARES OUTSTANDING: None - not a shareholder corporation.

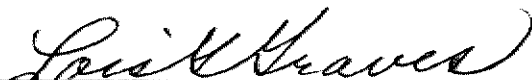
NUMBER OF MEMBERS ENTITLED TO VOTE: Two

VOTING RECORD ON THE AMENDMENT: The voting record on the adoption of the amendment to the Articles of Incorporation is all members voted for the amendment of the Articles of Incorporation.

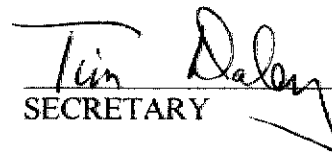
This amendment does not provide for an exchange, reclassification or cancellation of existing membership rights and does not effect a change in the amount of stated capital.

DATE: September 19, 1996

SIGNATURE:



PRESIDENT



SECRETARY