

FILED EFFECTIVE

IDAHO SECRETARY OF STATE

10/08/2015 05:00

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AMENDED and RESTATED
ARTICLES OF INCORPORATION
FOUNDATIONS ACADEMY, INC.

2015 OCT -7 PM 3:06

SECRETARY OF STATE
STATE OF IDAHO

We, the undersigned, acting as the incorporators of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Amended and Restated Articles of Incorporation.

ARTICLE 1 – Name

The new and amended name of the Corporation is: THE AMBROSE SCHOOL, INC.

ARTICLE 2 – Nonprofit Status

The Corporation is a nonprofit corporation.

ARTICLE 3 – Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE 4 – Location, Registered Office and Agent

The location of the Corporation and the registered office of the Corporation is 6100 N. Locust Grove, Meridian, Ada County, Idaho and the name of the initial registered agent at this address is Kirk VanderLeest.

ARTICLE 5 – Purpose

The purposes for which the Corporation is organized and will be operated are as follows:

A. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act, subject only to limitations in the Bylaws and the amendments and supplements thereto.

B. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall

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be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

C. The corporation is organized and operated exclusively for charitable and educational purposes including the purpose of operating a chartered nonprofit school located in Idaho.

D. This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these Articles, the corporation shall not carry out any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code. The corporation is formed exclusively for purposes which are not for profit, and not for pecuniary benefit or financial gain. No part of the corporate assets, net income or profits shall be distributable to, or inure to the benefit of its officers, directors or members, except to the extent permitted for a non-profit corporation under the nonprofit corporation laws of the State of Idaho and Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 6 - Prohibited Activities

A. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation and 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.

B. No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 5 hereof.

ARTICLE 7 -Members

The corporation shall have no class of members.

ARTICLE 8 - Directors

The affairs of the corporation shall be managed by its Board of Directors. The number of directors constituting the Board of Directors shall be determined by the corporation's Bylaws. The Directors constituting the Board of Directors, who are serving as these Articles are approved as detailed below. The Directors shall be elected in the manner and for the term provided in the Bylaws of the Corporation. The names and addresses of the persons constituting the directors are:

Kirk VanderLeest
1026 E. Legacy View
Meridian, Idaho 83646

Timothy Pauls
5959 W. Elkhorn
Boise, Idaho 83709

John Wilford
11955 W. Peak View St.
Boise, Idaho 83709

Darel Tracy
2357 N. Big Summit Way
Eagle, Idaho 83616

David Goodwin
5583 N. High Country Way
Star, Idaho 83669

Scott Yenor
2133 Cominsky
Meridian, Idaho 83646

ARTICLE 9 –Distribution on Dissolution or Liquidation

The assets of this corporation are irrevocably and permanently dedicated to charitable and

educational purposes. Upon the dissolution of the corporation, its assets shall be distributed only for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code or to a non-profit fund, foundation or corporation, which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 10 – Amendments

These Articles of Incorporation may be amended from time to time in any manner lawful under the Non-profit Corporation Act of the State of Idaho.

ARTICLE 11 – Incorporators

The names and street addresses for the incorporators are as follows:

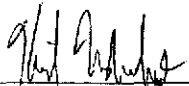
Darel Tracy
2357 N. Big Summit Way
Eagle, Idaho 83616

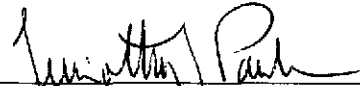
ARTICLE 12 – Bylaws

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors. Neither these Articles nor the Bylaws of the Corporation shall be amended or otherwise changed except as authorized by the Bylaws of the Corporation.

The undersigned, acting with the authorization of the Board of Directors under the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Amended and Restated Articles of Incorporation:

DATED this 2nd day of October, 2015.

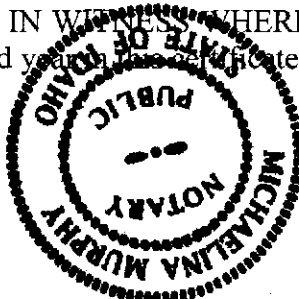

Kirk VanderLeest, President and
Director

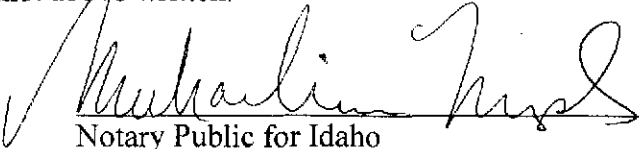

Timothy Pauls, Secretary and
Director

STATE OF IDAHO)
 :SS
County of Ada)

On this 2 day of October, 2015, before me, the undersigned, a Notary Public in and for said State, personally appeared Kirk VanderLeest, known or identified to me, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same as President and Director of the Corporation.

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



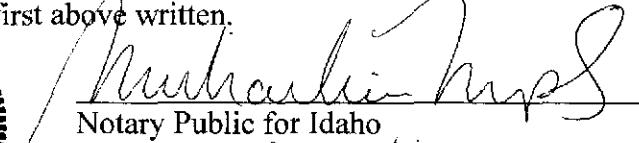

Notary Public for Idaho
Residing at Meridian, Idaho
My Commission Expires: 3-26-2020

STATE OF IDAHO)
 :SS
County of Ada)

On this 2 day of October, 2015, before me, the undersigned, a Notary Public in and for said State, personally appeared Timothy Pauls, known or identified to me, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same as Secretary and Director of the Corporation.

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




Notary Public for Idaho
Residing at Meridian, Idaho
My Commission Expires: 3-26-2020