

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION**

**OF**

**ATHLOS ACADEMIES, INC.**

11 JUN 21 PM 4:11

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles"):

**Article I**

The name of the Corporation is Athlos Academies, Inc.

**Article II**

The Corporation's registered office is 420 East State Street, Suite 130, Eagle, Idaho 83616. The Corporation's Registered Agent is Ryan Van Alfen.

**Article III**

The Corporation is a nonprofit corporation formed under the Act and is not organized for profit. The purposes for which the Corporation is organized and will operate are within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), as amended, include:

A. Organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

B. For educational purposes within the meaning of Section 501(c)(3) of the Code, including to provide management services to public charter schools organized under state law and pursuant to charters with public school districts.

C. To exercise all powers granted by law 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 contained in these Articles shall be deemed to authorize or permit the Corporation to carry on any business for profit or to exercise any power or to do any act that a corporation formed under the Act may not at that time lawfully carry on or do.

D. Any other lawful purpose under the Act and/or the Code.

IDAHO SECRETARY OF STATE  
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#### Article IV

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons, except that the corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Corporation's purposes. 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

#### Article V

The Corporation will not have members.

#### Article VI

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. 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 initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Ryan Van Alfen	420 E. State St., Ste. 130, Eagle, Idaho 83616
Jason Kotter	420 E. State St., Ste. 130, Eagle, Idaho 83616
Klint Keller	3700 E. Manowar Ln., Nampa, ID 83686
Romney Black	2995 Chaucer Pl. Salt Lake City, UT 84108
Dave Simon	978 E. Fair Oaks Dr., Bountiful, UT 84010

#### Article VII

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code consistent with the purposes of the Corporation, or to a state or local government for a public purpose. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located,

exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

**Article VIII**

The name and address of the incorporator is Ryan Van Alfen, 420 E. State St., Ste. 130, Eagle, Idaho 83616.

**Article IX**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

**Article X**

The Corporation shall indemnify Officers and Directors of the Corporation to the fullest extent permitted under the Act.

DATED this 21<sup>st</sup> day of June, 2011.



Ryan Van Alfen, Incorporator

Appointment of the undersigned as registered agent for the Corporation is hereby acknowledged and accepted:



Ryan Van Alfen, Registered Agent