

**FILED/EFFECTIVE**

01 AUG -8 AM 10:23

RECORDED IN THE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF  
SUNRISE CONTINUING EDUCATION SERVICES, INC.**

---

THE UNDERSIGNED, being a natural person of legal age and acting as the incorporator under the provisions of the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I -- NAME**

The name of this corporation shall be:

SUNRISE CONTINUING EDUCATION SERVICES, INC.

**ARTICLE II -- DURATION**

This corporation shall have perpetual existence.

**ARTICLE III -- CORPORATE PURPOSE**

The purpose for which the corporation is organized is to engage in any lawful business or activity for which corporations may be organized under the Idaho Business Corporation Act.

**ARTICLE IV -- SHARES**

There shall be one class of shares, all of which shall be common shares. The aggregate number of shares which this corporation shall have authority to issue is ONE HUNDRED THOUSAND (100,000) shares with no par value. Each share shall have equal voting powers, and shall have the same rights and preferences. Each share shall entitle the holder to one (1) vote. No shares shall be issued until the same are fully paid for, and when fully paid for the same shall be nonassessable. The authorized shares of the corporation, including treasury shares, may be issued at such time, upon such terms and conditions and for such consideration as the board of directors may determine. The corporation may purchase its own shares to the extent of unreserved and unrestricted capital surplus available therefore.

IDAHO SECRETARY OF STATE  
08/08/2001 05:00  
CK: 33261 CT: 2034 IN: 412352  
1 @ 100.00 = 100.00 CORP # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

C146194

## **ARTICLE V -- SHAREHOLDER RIGHTS**

Shareholders shall have preemptive rights to acquire additional shares of the corporation. Shareholders have equal, ratable rights to dividends, when and if declared by the board of directors, and are entitled to share ratably in all of the assets of the corporation available for distribution to shareholders upon liquidation, dissolution or winding up of the corporation's affairs. At each election of directors of the corporation, each shareholder entitled to vote at such election has the right to vote, in person or by proxy, the number of shares owned by such shareholder for as many persons as there are directors to be elected. Shareholders shall have cumulative voting rights with respect to elections or directors of the corporation.

## **ARTICLE VI -- REGISTERED AGENT AND OFFICE**

The name of the initial registered agent and the location of the initial registered office of the corporation is:

Bryan Hopkins  
717 West 300 South  
Blackfoot, Idaho 83221

## **ARTICLE VII -- DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is ONE (1); provided that in no event shall this provision be deemed to limit or otherwise set the number of directors to be provided for in the By-Laws. The name and address of the person who is to serve as director until the first annual meeting of shareholders and until his successors are elected and qualify is:

Bryan Hopkins  
717 West 300 South  
Blackfoot, Idaho 83221

## **ARTICLE VIII -- INCORPORATOR**

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

Bryan Hopkins  
717 West 300 South  
Blackfoot, Idaho 83221

## ARTICLE IX -- AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each such amendment.

## ARTICLE X -- BYLAWS

The board of directors may adopt By-Laws which are not inconsistent with the laws of the State of Idaho or these Articles of Incorporation. Any By-Law or By-Laws so adopted by the board of directors may be amended or repealed by the board of directors or by a vote of holders of record of a majority of the corporation's stock at any regular shareholder's meeting or any special shareholder's meeting called for that purpose.

## ARTICLE XI -- INDEMNIFICATION; LIMITATION OF LIABILITY

The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment). No director shall be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of Idaho code Section 30-1-833; or (iv) an intentional violation of criminal law.

DATED this 7<sup>th</sup> day of August, 2001.

  
BRYAN HOPKINS, Incorporator