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ARTICLES OF INCORPORATION
OF
ADULT LEARNING CENTER, INC.

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SECRETARY OF STATE
STATE OF IDAHO

We, the undersigned, full age citizens of the United States, and residents of the State of Idaho, do hereby voluntarily associate ourselves together for the purpose of forming a non-profit corporation under the provisions of Chapter 3, Title 30, Idaho Code, and amendments thereto; we do hereby certify, adopt and set forth Articles of Incorporation as follows:

ARTICLE I
NAME

The name of this non-profit corporation is Adult Learning Center, Inc.

ARTICLE II
LOCATION AND POST OFFICE ADDRESS

The location and post office address of the registered office of the corporation in the State of Idaho is 402 Michigan Avenue, P. O. Box 471, Orofino, Idaho. The name of the initial registered agent of the corporation is Pamela G. McBride.

ARTICLE III
DURATION

The term of existence of this corporation shall be perpetual from the date of filing of the Articles of Incorporation in the office of the Secretary of State of the State of Idaho.

ARTICLE IV
PURPOSES

A. To provide free, confidential tutoring services to adults in reading, writing, math, English as a second language, and computer literacy.

B. To recruit, match, train and support volunteer tutors.

C. To increase public awareness of the issue of functional literacy.

D. This corporation is organized exclusively for charitable and educational 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, or the corresponding section of any future federal tax code.

E. To have and exercise all powers, privileges and rights conferred on corporations by the laws of the State of Idaho and all powers and rights incidental in carrying out the purposes for which this corporation is formed except such as are inconsistent with the expressed provisions of the act under which this corporation is incorporated.

F. The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the State of Idaho.

ARTICLE V
CAPITAL

A. This corporation shall not have capital stock, but its capital shall be represented by membership certificates.

B. Membership fees in this corporation shall be as determined by the board of directors. Minimal membership dues will be set at \$1.00 per year. The voting power and property rights and interest of each member whose fees are fully paid and who is in good standing shall be equal and each member shall be entitled to one vote only. New members upon admission to the corporation shall be entitled to one vote and to share in the property of the corporation equally with old members.

C. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be

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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 IV. 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 the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)2 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI DIRECTORS

The corporation shall have at least 3 directors. The names and addresses of the current directors are:

Pamela G. McBride, Director and President, 1192 Three Bear Rd., Kendrick, ID 83537;
Sharon Deitrick, Secretary, 412 Kalaspo, Orofino, ID 83544;
Danielle Hardy, Vice-President, P. O. Box 83, Orofino, ID 83544;
Damon Keen, P. O. Box 1369, Kamiah, ID 83536;
Lynne Swayne, P. O. Box 786, Orofino, ID 83544.

ARTICLE VII NAMES AND ADDRESS OF INCORPORATORS

The name and address of the incorporator is:
Pamela G. McBride, Director and President, 1192 Three Bear Rd., Kendrick, ID 83537.

ARTICLE VIII DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more 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 shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 purposes.

ARTICLE IX PROVISIONS FOR BY-LAWS

The Corporation shall be governed by a duly adopted code of by-laws which shall not be inconsistent with these Articles or inconsistent with the laws of the State of Idaho; the meetings of the members of the Corporation shall be held and by-laws shall be adopted in accordance of the Certificate of Incorporation by the Secretary of State.

ARTICLE X AMENDMENT OF ARTICLES

The Articles of Incorporation may be amended by the minimum vote required by the laws of the State of Idaho of the members of the corporation, at any regular meeting, or at a special meeting called for the purpose by a majority of the board of Directors after thirty (30) days written notice to all members, which notice shall be in conformance with the statutes of the State of Idaho.

IN WITNESS WHEREOF, I, the undersigned being the incorporator above named, have hereunto set our hands and seals this 30 day of October, 1997.

Pamela G. McBride
Pamela G. McBride

STATE OF IDAHO

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)ss.

County of Clearwater

On this 30 day of October, 1997, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared Pamela G. McBride, known to me to be the person whose name is subscribed to the within and foregoing instrument and acknowledged to me that he executed the same.

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

Theresa K. Adams
Notary Public in and for the State of Idaho,
residing at Orofino, therein.
03/23/2003