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**SECRETARY OF STATE
STATE OF IDAHO**

**ARTICLES OF INCORPORATION
OF
SOUTHERN IDAHO LEARNING CENTER LAB SCHOOL, INC.**

In compliance with the requirements of the laws of the State of Idaho relating to non-profit corporations and acts amendatory and supplemental thereto, including particularly Chapter 30, Title 301 et seq. of the Idaho Code, the undersigned natural persons, each of whom are of full age and residence of the United States, in order to form a non-profit corporation for the purposes hereinafter stated, do hereby as incorporators, adopt the following Articles of Incorporation, and certify:

**ARTICLE I
NAME**

The name of this corporation is SOUTHERN IDAHO LEARNING CENTER LAB SCHOOL, INC., hereinafter called the "Corporation."

**ARTICLE II
NOT FOR PROFIT**

The Corporation is a nonprofit corporation under the laws of the State of Idaho. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

**ARTICLE III
ADDRESS**

The principal office of the Corporation is located at 564 Shoup Avenue West, Twin Falls, Idaho 83301.

**ARTICLE IV
DURATION**

The duration of the corporation is perpetual.

**ARTICLE V
PURPOSE AND POWERS OF THE CORPORATION**

The purpose of the SOUTHERN IDAHO LEARNING CENTER LAB SCHOOL, INC., is to provide a quality, effective, non-traditional middle school education that recognizes and utilizes each student's unique learning style to realize his/her full intellectual potential and enjoy learning, particularly those with learning problems.

To achieve these purposes, the Directors and Officers shall be allowed to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in that certain By-Laws of the Southern Idaho Learning Center Lab School, Inc.

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the By-Laws; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges imposed against the property of the Corporation;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain real or personal property in connection with the affairs of the Corporation;

(d) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property and Common Area, subject to those restrictions contained in the By-Laws and any amendments thereto; and

(e) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Laws of the State of Idaho by law may now or hereafter have or exercise.

**ARTICLE VI
MEMBERSHIP**

There shall be no Membership in the corporation.

ARTICLE VII BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of at least Five (5) Directors at meetings duly held pursuant to the By-Laws and at which a quorum is present in person or by proxy. A quorum shall consist of at least three Directors present in person or by proxy. The Board, by majority vote, may remove any officer of the Corporation.

At the first regular meeting the members shall elect Directors for terms of one, two and three years. (Vacancies during the terms shall be filled by appointment by a majority of the remaining Directors.)

The directors shall serve staggered terms to maintain continuity on the Board. No more than three (3) existing Directors shall be replaced in any given calendar year.

ARTICLE VIII DISSOLUTION

The Corporation may be dissolved only upon compliance with one of the following conditions:

(a) One or more public agencies assuming all duties and responsibilities of the Corporation; or,

(b) Merger or consolidation with a similar non-profit corporation to carry out the duties and responsibilities of the Corporation including the specific financial accounts as required by the By-Laws and/or the Declaration.

(c) Upon compliance with the above requirements, the Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Directors. Upon the dissolution of this 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 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 disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such Corporation or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

DIRECTORS

The name and address of the initial board of Directors are as follows:

JOAN EDWARDS	5027 N. Quail Summit Way Boise, ID 83703
NANCY KOONCE	267 Fillmore Street. Twin Falls, ID 83301
FRED DECKER	4202 N. 2100 E. Filer, ID 83301
CLAIRE MAJOR	814 Michigan St. Twin Falls, ID 83301
ARMAND ECKERT	716 B E. 4900 N. Buhl, ID 83316
TARA DESMOND	2851 Poleline Rd. E. Twin Falls, ID 83301
CORY ALEXANDER, M D	488 Blue Lakes Blvd N, Ste 102 Twin Falls, ID 83301

ARTICLE X REGISTERED AGENT

Melody Lenkner, whose address is 3023-C 3400 East, Twin Falls, ID 83301, is hereby appointed the initial registered agent of this Corporation.

&
incorporator

ARTICLE XI LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors or Officers, but 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 V (Purposes) hereof.

ARTICLE XII OFFICERS

The Officers of the Corporation shall consist of a President, Vice President Secretary, Treasurer and such other Officers and Assistance Officers as may be provided in the By-Laws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the By-Laws.

ARTICLE XIII AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Idaho, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to Idaho law.

Amendments to these Articles shall require the assent of those Directors casting two-thirds (2/3) of the votes of the Corporation membership at any regular Director's meeting called specifically for that purpose.

ARTICLE XIV INDEMNIFICATION

The Corporation shall indemnify each Officer and Director including former Officers and Directors to the full extent permitted by the laws of the State of Idaho.

ARTICLE XV BY-LAWS

The By-Laws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

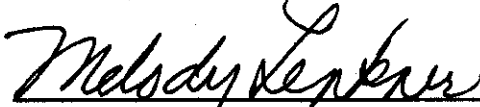
Melody Lenkner
Melody Lenkner, Incorporator

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LAB SCHOOL, INC. - Page 6

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of SOUTHERN IDAHO LEARNING CENTER LAB SCHOOL, INC. which is contained in the foregoing Articles of Incorporation.

Dated this 21st day of May, 2008.



Melody Lenkner, Registered Agent
3023-C East 8400 North
Twin Falls, Idaho 83301