

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ALL ANGELS EPISCOPAL SCHOOL, INC.
File number C 119276

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of ALL ANGELS EPISCOPAL SCHOOL, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: April 24, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

Chas. Hartley

Final

**ARTICLES OF INCORPORATION
OF
ALL ANGELS EPISCOPAL SCHOOL, INC.**

APR 24 3 55 PM '97

SECRETARY OF STATE
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The undersigned, acting as incorporator of a nonprofit corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation :

ARTICLE I

NAME

The name of this corporation shall be All Angels Episcopal School, Inc.
The principal place of business of this corporation shall be Ada County, Idaho.

ARTICLE II

DURATION

The period of existence and duration of the life of this nonprofit corporation shall be perpetual.

ARTICLE III

REGISTERED OFFICE

The initial registered office of this nonprofit corporation shall be 510 West Washington, Boise, Idaho 83702 and the name of the initial registered agent at that address is The Rt. Rev. John S. Thornton.

IDAHO SECRETARY OF STATE
DATE 04/24/1997
0900 86393 2
CK #: 12337 CUST# 80426
INC NONP 1@ 30.00= 30.00

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ARTICLE IV

PURPOSE

This nonprofit corporation is organized exclusively for charitable, religious and educational purposes, specifically, to establish and operate a non-profit, co-educational, independent Episcopal day school, by the name of All Angels Episcopal School, in conformance with the Constitution and Canons of the Protestant Episcopal Church of the United States of America and the policies and procedures established by the Board of Directors. Educational policies and procedures will be established solely by the Board of Directors. The purpose of this nonprofit corporation will be to develop the mental, physical, emotional and spiritual qualities of each child in a loving environment where Christian faith and values form the true foundation of All Angels Episcopal School.

ARTICLE V

GIFTS, BEQUESTS, DEVISES, DISTRIBUTIONS, DISSOLUTION AND CHARITABLE STATUS

This nonprofit corporation may receive gifts, bequests and devises of property, both real and personal. The nonprofit corporation shall hold such property and make such distributions of principal and interest for the establishment and operation of the All Angels Episcopal School as the Board of Directors may determine in furtherance of the religious, charitable and educational purposes of All Angels Episcopal School.

No part of the net earnings of this 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 IV.

No substantial part of the activities of this nonprofit corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this nonprofit corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding the other provisions of these articles, this nonprofit corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from the federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

Upon dissolution of this nonprofit corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this nonprofit corporation, distribute all of the assets of this nonprofit corporation to the Episcopal Diocese of Idaho. In the event that the Idaho Episcopal Diocese does not exist at the time of distribution, then all of the assets of this nonprofit corporation shall be distributed exclusively for the purposes of this nonprofit corporation in such manner, or to such Christian organizations organized and operated exclusively for charitable, educational or religious purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of Ada County for public purposes.

ARTICLE VI
NON-MEMBER CORPORATION

Pursuant to Idaho Code § 30-3-17, this nonprofit corporation shall not have any members.

ARTICLE VII
INITIAL DIRECTORS

The first Board of Directors shall consist of the following persons who shall serve until the successors are named , elected and qualified under Article VIII.

Name	Address
The Rt. Rev. John S. Thornton	510 West Washington Boise, Idaho
Jan Thornton	510 West Washington Boise, Idaho
Deborah A. Bail	1922 Mortimer Dr. Boise, Idaho
The Rev. Michael Spillane	9846 West Carraway Boise, Idaho 83704
Julie Spillane	9846 West Carraway Boise, Idaho 83704
Jeanette Munyon	3400 S. Habitat Boise, Idaho

Emil R. Berg

150 S. Straughan
Ave.
Boise, Idaho 83712

ARTICLE VIII FOUNDING PRINCIPLES

Not less than 60% of the directors of the Board of Directors must be active members in good standing of the Episcopal Church. It shall be the responsibility of the Board of Directors to provide for daily worship on every school day at All Angels Episcopal School in conformance with the Book of Common Prayer. It shall be the responsibility of the Board of Directors to ensure that the students enrolled at All Angels Episcopal School receive regular instruction in the Christian faith and belief and that the teachers and administrators receive support in their faith and belief so that they may nurture and develop the faith of the students. While the religious beliefs of all students will be respected, all students must attend daily worship and religion classes although no student will be compelled to receive Holy Communion. While admission requirements may change from time to time, there will be no discrimination whatsoever based upon sex, race, color, nationality, or ethnic origins in any way in any policy of All Angels Episcopal School including, but not limited to, admissions, scholarships, tuition assistance, loan programs, athletic and other school administered programs. There will be no discrimination in hiring or employment based upon race, color, sex, national or ethnic origin. All students of any race, sex, color, nationality or ethnic origin shall be entitled to all the rights, privileges, programs, and activities generally accorded or made available to students at All Angels Episcopal School. Except as otherwise provided in these Articles of Incorporation, the number of directors, the manner of their selection, the length of their terms and the management and regulation of the affairs of this nonprofit corporation shall be as provided for in the Bylaws.

ARTICLE IX
PLACE OF MEETINGS

All meetings of the Board of Directors shall be held within the State of Idaho.

ARTICLE X
DIRECTOR NONLIABILITY

The directors of this nonprofit corporation shall not be personally liable for the debts, liabilities or obligations of this nonprofit corporation.

ARTICLE XI
AMENDMENT OF THE ARTICLES

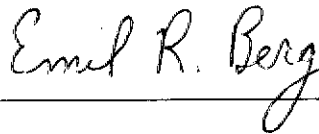
These Articles may be altered, amended or repealed by a 2/3 vote of the entire Board of Directors at a meeting called for that purpose after giving thirty (30) days notice of the meeting and the wording of the proposed amendment to all directors of the Board of Directors, the Diocese of Idaho, the parents of children then attending All Angels Episcopal School, the teachers and head of the All Angels Episcopal School, if any there be. Persons entitled to notice under this section may have seat and voice at the meeting but only the directors will have the right to vote on the proposed amendment. The directors must be present to vote. The notice provision of this section may not be waived. Notice to parents is to be given in writing and may be mailed by first class mail to the address on file with the School.

ARTICLE XII
INCORPORATOR

The name and address of the incorporator is as follows:

Emil R. Berg
150 S. Straughan Ave.
Boise, Idaho 83712

IN WITNESS WHEREOF, I have signed duplicate originals of these Articles of
Incorporation this -- day of April, 1997.



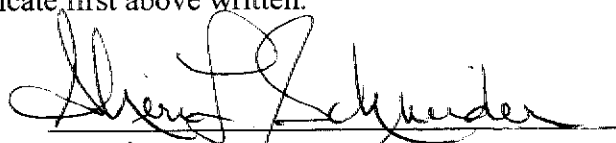
Emil R. Berg

STATE OF IDAHO

County of Ada

On this 24th day of April 1997, before me the undersigned, a Notary Public in and
for said State, personally appeared Emil R. Berg known to me to be the person whose
name is subscribed to the foregoing Articles of Incorporation, 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.


Commission Expires
7 8-21-97