

ARTICLES OF INCORPORATION

OF

M^cCALL TECHNOLOGY INSTITUTE, INC.

2003 MAR -6 AM 8:40

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, adopts the following Articles of Incorporation for the Corporation.

I. Name of Corporation: The name of the Corporation is M^cCall Technology Institute, Inc.

II. Nonprofit Status: The Corporation is a nonprofit corporation.

III. Period of Duration: The period of duration of the Corporation is perpetual.

IV. Registered Agent and address: The address of the corporation's initial registered office is 2160 S. Twin Rapid Way, Boise, Idaho 83709. The name of its official registered agent at such address is Robert C. Montgomery, Chtd.

V. Purposes: The purposes for which the Corporation is organized and will be operated are as follows:

A. To distribute educational information, promote education and training programs in the state of Idaho.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, which purposes shall be exclusively for the benefit of or to carry out the purposes of Treasure Valley Continuing Nursing Education Network, a nonprofit corporation that qualifies as exempt under such Section 501(c)(3) and is described in Section 509[(a)(1)] or [(a)(2)] of the Internal Revenue Code of 1986, as amended from time to time.

C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at the time lawfully carry on or do.

VI. Limitations: No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other

IDAHO SECRETARY OF STATE
APPROVED 03/06/03 05:00
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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 V hereof. 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 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 by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time. At no time shall the Corporation be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Internal Revenue Code of 1986, as amended from time to time) other than foundation managers and other than one or more publicly supported organizations.

VII. Members: The Corporation shall have voting members who shall have such rights as are provided in the Act. The requirements for membership in the corporation shall be set forth in the Bylaws of the Corporation.

VIII. Board of Directors: The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than ten (10) individuals. The actual number of directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be appointed by the Board of Directors of the Corporation 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:

Tom L. Daniel
515 11th Ave., South
Nampa, ID 83651

Larry Miller
667 Santa Barbara Ave.
Millbrae, CA 94030

Larence W. Meyers
7224 Old Bruneau Hwy
Marsing, ID 83639

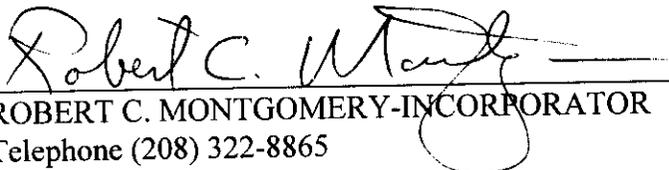
IX. Incorporator: The name and street address of the incorporator is: Robert C. Montgomery, Attorney at Law, 2160 S. Twin Rapid Way, Boise, Idaho 83709.

X. Bylaws: Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Corporation's Bylaws.

XI. Distribution on Dissolution: 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 consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine.

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

Dated this 5th day of March, 2003.


ROBERT C. MONTGOMERY-INCORPORATOR
Telephone (208) 322-8865