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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
STATE OF IDAHO

ACADEMY NORTHWEST, COEUR D'ALENE, INC

IDAHO SECRETARY OF STATE
JUL 10 10:25/2600 09:00
CL: 13331 BH: 336817
18.00 = 30.00 INC NUMP # 2

The undersigned, acting as the incorporator of a nonprofit corporation, under the provisions of Title 30, Chapter 1 of the Idaho Code, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be: ACADEMY NORTHWEST, COEUR D'ALENE, INC.

ARTICLE II. DURATION

The duration of the corporation shall be perpetual.

ARTICLE III. PURPOSE

The purposes for which the corporation is formed are as follows:

The corporation is formed to provide resources, expertise and educational support for homeschooling families and to provide assistance to families in the education of their children.

ARTICLE IV. SECTION 501(c)(3) RESTRICTION

The corporation shall have all the powers granted by law necessary and proper to carry out its above-stated purposes. However, the powers of the corporation shall be limited to those permitted to an organization which is exempt from 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. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, 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 its purposes. 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, or the corresponding provision of any future United States Internal Revenue Law, nor shall the 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

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STATE OF IDAHO

Revenue Law, carry on any activities which would remove the said tax benefits.

ARTICLE V. MEMBERSHIP

The corporation shall have no members.

ARTICLE VI. REGISTERED AGENT AND OFFICE

The name of the registered agent of the corporation is: Heidi L. Scott.

The registered office address, which is also the address of the registered agent, is:

9550 W. Spirit Lake Road
Spirit Lake, ID 83869

ARTICLE VII. BYLAWS

A. Provisions for the regulation of the internal affairs of the corporation shall be set forth in the Bylaws, subject to the provisions of these Articles.

B. The authority to make Bylaws for the corporation is hereby vested in the Board of Directors and they may change and amend such Bylaws so long as they do not conflict with the provisions of these Articles or with the regulatory agreement.

ARTICLE VIII. DIRECTORS

A. Number. The number of directors shall not be less than three at any time. Five directors shall constitute the initial Board of Directors of the corporation, and the names and addresses of these persons who are to serve as initial directors are:

<u>Name</u>	<u>Address</u>
Anne Farrell	1029 W. Heron Avenue Hayden, ID 83835
Sharron Muldoon	1305 Kaniksu Post Falls, ID 83854
Trista Lyman	691 Heritage #B Rathdrum, ID 83854
Heidi Scott	9550 W. Spirit Lake Road Spirit Lake, ID 83869

Marlo Watkins

951 Emma Ave. Apt # 15
Coeur d'Alene, ID 83814

B. Director Liability. A director shall have no liability to the corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by the director, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Idaho Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Idaho Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE IX. INDEMNIFICATION

A. Right to Indemnification. The corporation shall indemnify any person who is or was a director or officer of the corporation made a party to a proceeding, and may, at the discretion of the Board of Directors, obligate itself to advance or reimburse expenses incurred in a proceeding, to the fullest extent permitted by law and without regard to the limitations set forth in I.C. §30-3-88, provided that no director or officer shall be indemnified from or on account of:

1. Acts or omissions of the director, officer, employee or agent finally adjudged to be intentional misconduct or a knowing violation of law;

2. Conduct of the director or officer finally adjudged to be in violation of I.C. §30-3-85; or

3. Any transaction with respect to which it was finally adjudged that such director or officer personally received a benefit in money, property or services to which the director or officer was not legally entitled.

B. Implementation. The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions. It is expressly empowered to adopt, approve and amend from time to time such bylaws, resolutions, contracts, or further indemnification and expense advancement arrangements as may be permitted by law, implementing these provisions.

C. Survival of Indemnification Rights. No amendment or repeal of this Article shall apply to or have any effect on any

right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

ARTICLE X. ADDRESS OF CORPORATION

The mailing address of the Corporation shall be:

9550 W. Spirit Lake Road
Spirit Lake, ID 83869

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

ARTICLE XII. DISSOLUTION

This corporation is not organized for profit, and its assets and monies shall not be used for the private profit of any individual. Upon liquidation or dissolution of this corporation, its property and assets shall be distributed and disbursed for purposes and objects set forth in these Articles of Incorporation to any organization or organizations selected by the directors which is qualified as exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, or any successor statute and regulations thereof, as presently existing or as may be hereafter amended.

ARTICLE XIII. INCORPORATOR

The name and address of the incorporator is as follows:

Heidi L. Scott
9550 W. Spirit Lake Road
Spirit Lake, ID 83869

DATED this 24 day of June, 2000.



Heidi L. Scott, Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Heidi L. Scott, hereby consent to serve as registered agent, in the State of Idaho, for ACADEMY NORTHWEST, COEUR D'ALENE, INC., a nonprofit Idaho corporation. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation or any changes in the registered office address of the corporation for which I am agent.

DATED this 24 day of June, 2000.



Heidi L. Scott, Registered Agent

Registered Office:
9550 W. Spirit Lake Rd.
Spirit Lake, ID 83854