

FILED

Feb 23 1999

**ARTICLES OF INCORPORATION OF
SAWTOOTH LEARNING INSTITUTE, INC.**

In compliance with the requirements of the "Idaho Nonprofit Corporation Act," Idaho Code §§ 30-3-1, et seq., the undersigned, who is of lawful age, has this day voluntarily associated for the purpose of forming a corporation not for profit, and does hereby certify as follows:

ARTICLE I - NAME

The name of the corporation is Sawtooth Learning Institute, Inc.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSES

The purposes for which the corporation is founded are to establish and maintain an independent school committed to academic excellence and the growth of its students as individuals, that celebrates diversity, encourages individuality and equality, and creates a sense of community and family through small class sizes, high teacher to student ratios and a curriculum which balances basic academic skills with specialized instruction, and the transaction of any lawful activity, except

IDAHO SECRETARY OF STATE

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as otherwise restricted herein. The school admits students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

This corporation is organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code.

ARTICLE IV - MEMBERS

The corporation shall not have members.

ARTICLE V - REGISTERED OFFICE

The initial registered office of the corporation is located at 138 Canyon Drive, Ketchum, Idaho 83340.

ARTICLE VI - REGISTERED AGENT

The initial registered agent of the corporation, whose address is the same as that of the initial registered office of the corporation is Craig W. Phelan.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors. The number of members of such board of directors shall be fixed from time to time by the Bylaws, but at no time shall the board be less than three (3) members nor more than nine (9) members. The names and addresses of the persons who are to act as the initial board of directors of the corporation, to serve until their successors have been selected, are:

Stephen Crisman
150 Barlow Road
Ketchum, ID 83340

Craig W. Phelan
138 Canyon Drive
P.O. Box 698
Ketchum, ID 83340

William N. Ruud
Boise State University
1910 University Dr
Boise, ID 83725

The selection process for board members, as well as their terms, removal and duties, shall be provided for in the Bylaws of the corporation.

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator of the

corporation are as follows:

Darin DeAngeli
101 South Capitol Boulevard, Suite 1701
P.O. Box 6561
Boise, Idaho 83707-6561

ARTICLE IX - DISSOLUTION

The corporation may be dissolved upon the affirmative vote of two-thirds (2/3) of the Board of Directors of the corporation pursuant to the Bylaws, entitled to vote such vote being taken at a meeting of the Board of Directors called for that purpose, or upon the written consent of all members of the Board of Directors of the corporation. Upon the dissolution or other termination of the corporation, no part of the property of the corporation, nor any of the proceeds thereof, shall be distributed to, or inure to the benefit of, any of the directors of the corporation, but all such property and proceeds shall, subject to the discharge of valid obligations of the corporation and to applicable provisions of law, be distributed, as directed by the Board of Directors of the corporation, to or among any one or more corporations, trusts, community chests, funds or foundations described in § 501(c)(3) of the Internal Revenue Code or any successor provisions. Any such assets not so disposed of shall be disposed of by the District Court of the district 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 charitable purposes under § 501(c)(3) of the Internal Revenue Code.

ARTICLE X - AMENDMENTS

Amendments to these Articles shall require the affirmative vote of majority of the members of the board of directors of the corporation then in office voting at a special meeting of the board of directors called for that purpose in accordance with Idaho Code § 30-3-90.

ARTICLE XI - ORGANIZATION

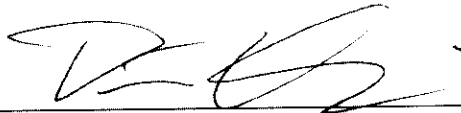
The affairs of the corporation shall be managed by its board of directors, and a majority of the number of directors then fixed by the Bylaws, excluding vacancies, shall constitute a quorum; provided, however a quorum shall not be less than one third (1/3) of the number of directors then fixed by the Bylaws. The officers of the corporation shall be a President, a Secretary and a Treasurer, and such other officers as may be provided for in the Bylaws.

ARTICLE XII - RESTRICTIONS

Pecuniary profit is not the object or purpose of this corporation. The corporation is organized and shall be operated exclusively for charitable purposes within the meaning of § 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

The property of this organization is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

IN WITNESS WHEREOF, the undersigned incorporator of said Corporation has executed these Articles of Incorporation this 18 day of February, 1999.


Darin DeAngeli

STATE OF IDAHO

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: ss.

County of Ada

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On this 18th day of FEBRUARY, 1999, before me, the undersigned, a Notary Public in and for said State, personally appeared Darin DeAngeli, known or identified to me to be the person whose name is subscribed in the 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.

(SEAL)

Shannon Siggle
Notary Public for Idaho
Commission expires: 10/11/2002