

ARTICLES OF INCORPORATION  
OF  
**LUTHERAN ACADEMY OF THE MASTER, INC.**

97 AUG - 1 AM  
SECRETARY OF STATE  
STATE OF IDAHO  
07/19/1997 09:51:00  
1128 CT: 666.00  
10 34.00 = 38.08 INC MEMP

C12038

KNOW ALL MEN BY THESE PRESENTS, that PAUL F. MATTHEWS and HELLY MATTHEWS, husband and wife, the undersigned, full-age citizens of the United States, on this day, for the purpose of forming a nonprofit corporation under and pursuant to the laws of the State of Idaho, do hereby certify:

ARTICLE ONE

That the name of the corporation shall be **LUTHERAN ACADEMY OF THE MASTER, INC.**

ARTICLE TWO

The purposes for which the corporation is organized shall be Lutheran education, charitable or religious activities, and include the transaction of any and all lawful business for which a nonprofit corporation may be incorporated under the "Idaho Nonprofit Corporation Act."

On the dissolution of this corporation, the Board of Directors shall, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to Lutheran Church of the Master, Inc., a nonprofit corporation which is organized and operated exclusively for charitable or religious purposes.

ARTICLE THREE

The number of directors constituting the initial Board of Directors of the corporation shall be four (4). The number of directors and officers may from time to time be fixed by the bylaws of the corporation at any number.

The names and addresses of the initial directors are:

PAUL MATTHEWS  
NORTH 20445 PINEHURST STREET  
RATHDRUM, ID 83858

SHELLY MATTHEWS  
NORTH 20445 PINEHURST STREET  
RATHDRUM, ID 83858

DIANNE WANDREY  
1112 PARKWOOD LANE  
COEUR D'ALENE, ID 83814

LEIGHANNA WARD  
P.O. BOX 808  
ATHOL, ID 83801

#### ARTICLE FOUR

The location and post office address of the registered office in this State shall be North 20445 Pinehurst Street, Rathdrum, Idaho 83858, and the initial registered agent at such address is PAUL S. MATTHEWS.

#### ARTICLE FIVE

The address of the corporation's principal office is 4800 North Ramsey Road, Coeur d'Alene, Idaho, Kootenai County.

#### ARTICLE SIX

The address of the incorporators of the corporation in the State of Idaho is North 20445 Pinehurst Street, Rathdrum, Idaho 83858; and the incorporators at such address are PAUL S. MATTHEWS and SHELLY MATTHEWS.

#### ARTICLE SEVEN

This corporation shall have perpetual existence.

#### ARTICLE EIGHT

The corporation is nonstock, and no dividends or pecuniary profits will be declared or paid to the members of the corporation.

#### ARTICLE NINE

The corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

#### ARTICLE TEN

Subject to the power of the members to amend, alter or repeal, the Board of Directors of this corporation shall have the power to amend such bylaws defining the powers and duties of the officers in the corporation and providing for such other matters regarding its affairs that they deem necessary and convenient, providing the same are not out of harmony with the laws of the State of Idaho, or these Articles of Incorporation.

#### ARTICLE ELEVEN

An amendment altering the Articles of Incorporation of this corporation in any respect may be adopted by vote of the majority of the members unless specifically prohibited by law, then by such vote as law requires.

IN WITNESS WHEREOF, the incorporators have executed this instrument, in triplicate, at  
Coeur d'Alene, Idaho, on this 28<sup>th</sup> day of July, 1997.

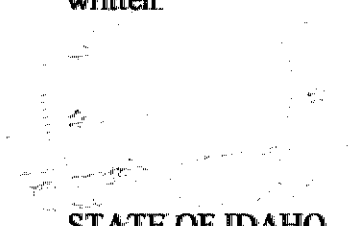
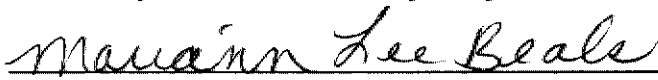
  
\_\_\_\_\_  
PAUL S. MATTHEWS

  
\_\_\_\_\_  
SHELLY MATTHEWS

STATE OF IDAHO                    )  
  ) ss.  
County of Kootenai                )

On this 28 day of July, 1997, before me, a notary public in and for said  
State, personally appeared PAUL S. MATTHEWS, known or identified to me to be the person  
whose name is subscribed to the within instrument and acknowledged to me that he executed the  
same.

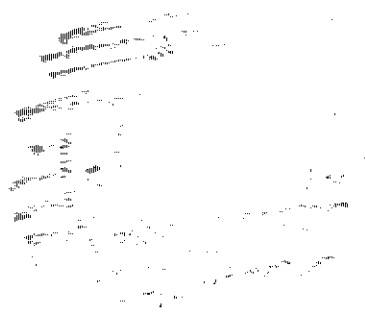

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above  
written.

  
  
\_\_\_\_\_  
Notary Public in and for Idaho  
Residing at: Coeur d'Alene  
Commission Expires: 4/30/98

STATE OF IDAHO                    )  
  ) ss.  
County of Kootenai                )

On this 28 day of July, 1997, before me, a notary public in and for said  
State, personally appeared SHELLY MATTHEWS, known or identified to me to be the person  
whose name is subscribed to the within instrument and acknowledged to me that she executed the  
same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above  
written.

  
  
\_\_\_\_\_  
Notary Public in and for Idaho  
Residing at: Coeur d'Alene  
Commission Expires: 4/30/98