

FILED EFFECTIVE

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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

ESCALERA, INC.

The undersigned, acting as incorporator under the Idaho Nonprofit Corporation Act ("Act"), hereby adopts the following Articles of Incorporation for such corporation:

1. **NAME:** The name of the corporation is the ESCALERA, INC.
2. **NONPROFIT:** This is a nonprofit corporation.
3. **DURATION:** The duration of the corporation shall be perpetual.
4. **PURPOSES:** The purposes to be promoted or carried out by the corporation are

as follows:

- A. To establish and operate a nonprofit corporation organized and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time;
- B. To offer Latino families and Latino school dropouts a program to obtain a General Education Diploma in Spanish; and
- C. To teach and train Latino families the skills necessary to improve their employment opportunities and standard of living by teaching English, basic computer literacy, and other necessary skills; and
- D. To provide support to Latino families seeking to obtain their General Education Diploma in Spanish, seeking to learn English and/or seeking improve their employment opportunities and job skills by providing childcare services to such families as they engage in such programs or acquire such new skills through the corporation; and
- E. To perform all things incidental to, or appropriate in, the achievement of its specific and primary charitable and educational purposes, including receiving, administering, and expending public or private funds for such purposes.

5. **POWERS:** The corporation shall be authorized to do any and all acts and things,

ARTICLES OF INCORPORATION - 1

IDAHO SECRETARY OF STATE
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and to exercise any and all powers which it may now or hereafter may be lawful for the corporation to do or exercise under the Act to accomplish any of the purposes enumerated in Paragraph 4 hereof. Notwithstanding any of the provisions enumerated herein, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

6. **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 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 Paragraph 4 hereof. No substantial part of the activities of the corporation shall be for 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 provisions 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.

7. **MEMBERSHIP:** The corporation will be a membership corporation. The members shall have such rights as are provided in the Act and the By Laws of the corporation.

8. **REGISTERED OFFICE AND AGENT:** The address of the initial registered office of the corporation is 93 Stanford Avenue, Pocatello, Idaho 83201, and the name of the initial registered agent of the corporation is Rodolfo M. Pena.

9. **BY LAWS:** Provisions for the regulation of the internal affairs of the corporation shall be set forth in the By Laws of the corporation as may be adopted by its incorporator or board of directors.

10. **ELECTION OF DIRECTORS:** Directors of the corporation may be, but are not required to be, members of the corporation and shall be elected in the manner provided in the By Laws.

11. **INITIAL DIRECTORS:** The number of directors constituting the initial Board of Directors shall be seven (or as provided in the By Laws), and the names and addresses of the

persons who are to serve as directors until the first meeting of the corporation or until their successors are elected and qualified are:

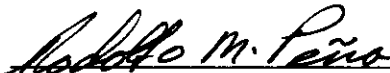
Name	Street Address	City or Town
Alaid Saiz	330 Lincoln Street	American Falls, ID 83211
Judy McClanhan	1231 N. Garfield Ave.	Pocatello, ID 83204
Elizabeth Garnica	228 Jefferson	American Falls, ID 83211
Rudy Pena	93 Stanford Ave.	Pocatello, ID 83201
Maria Hernandez	P.O. Box 405	American Falls, ID 83211
Antonio Quesa	10775 2400 West	Aberdeen, ID 83210
Laura Quesa	10775 2400 West	Aberdeen, ID 83210
Vicki L. Meadows	543 Bannock Ave.	American Falls, ID 83211

12. **INCORPORATOR:** The name and address of the incorporator is:

Name	Street Address	City or Town
Rodolfo M. Pena	93 Stanford Avenue	Pocatello, ID 83201

13. **DISSOLUTION:** Upon the termination, dissolution, or winding up of the corporation in any manner or for any reason, as provided in sections 30-3-110 through 30-3-115 of the Act, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed or used exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as the same now exists or as it may be amended from time to time. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of the State of Idaho, exclusively for such purposes or to such organization or organizations, as said Court shall determine, consistent with any specific designation placed on any such assets or funds.

DATED this 2 day of May, 2013.

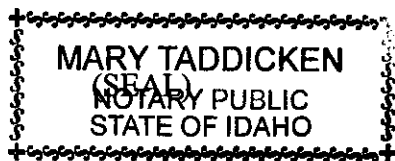


RODOLFO M. PENA
Incorporator

STATE OF IDAHO)
 : ss
County of Bannock)

On this 2nd day of May, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared RODOLFO M. PENA, known to me to be the person whose name is subscribed to the foregoing 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.



Mary Taddicken
NOTARY PUBLIC FOR IDAHO,
Residing at: Boise, ID
My Commission Expires 9-12-13