

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION**

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**OF**

SECRETARY OF STATE  
STATE OF IDAHO

*ESCRITORES*  
**ESTUDIANTES EN LAS AULAS, INC.**

KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned, for the purpose of forming a non-profit corporation under the laws of the State of Idaho in compliance with the provisions of Title 30, Chapter 3, Idaho Code (the "Act"), does hereby certify, declare and adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

*Escritores*  
The name of the corporation shall be ~~Estudiantes~~ en las Aulas (ELA), Inc. (hereinafter, the "Corporation").

**ARTICLE II**

**TERM**

The period of existence and duration of the life of this Corporation shall be perpetual.

**ARTICLE III**

**NON-PROFIT**

This Corporation shall be a non-profit, membership corporation.

**ARTICLE IV**

**REGISTERED AGENT**

The location and street address of the initial registered office of this Corporation shall be 1486 Shenandoah Drive, Boise, ID 83712, and Paul Shaffer is hereby appointed the initial registered agent of the Corporation.

**ARTICLE V**

**PURPOSE AND POWERS OF THE ASSOCIATION**

This Corporation does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which the Corporation is formed are to have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Non-Profit

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Corporation Act may by law now or hereafter have or exercise, subject only to limitations contained in the Bylaws and the amendments and supplements thereto.

## **ARTICLE VI MEMBERSHIP**

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon the affirmative vote of the Board of Directors and payment of the annual dues fixed from time to time by the Board of Directors, as provided in the Bylaws of the Corporation.

## **ARTICLE VII BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of Directors, who need not be Members of the Corporation. The number of Directors may be changed by amendment of the Bylaws of the Corporation, but in no event shall the number be fewer than three (3) nor greater than six (6). The initial Board shall be comprised of four (4) Directors, and the names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Paul Shaffer  
1486 Shenandoah Drive  
Boise, ID 83712

Don Reading  
6070 Hill Road  
Boise, ID 83703

Dunnia Aplicano  
2007 N. 13<sup>th</sup> Street  
Boise, ID 83702

Nick Hershenow  
PO Box 278  
McCall, ID 83638

## **ARTICLE VIII BYLAWS**

The Bylaws of this Corporation may be altered, amended, or new Bylaws adopted at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative votes of a majority of Members.

## **ARTICLE IX DISSOLUTION**

The Corporation may be dissolved at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative votes of not less than three-fourths (3/4) of the Members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be: (i) dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation was created; or (ii) granted, conveyed and assigned to a non-profit corporation, association, trust or other organization to be devoted to such similar purposes. The determination of the liquidating distribution of the assets of the Corporation as provided above shall be determined by vote of a majority of the Members as part of the Membership vote on dissolution.

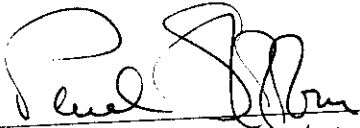
## **ARTICLE X AMENDMENTS**

Amendment of these Articles of Incorporation may be made at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative votes of not less than three-fourths (3/4) of the Members.

## **ARTICLE XI INCORPORATOR**

Paul Shaffer, 1486 Shenandoah Drive, Boise, Idaho 83712, shall be the incorporator of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19 day of November, 2004.

  
\_\_\_\_\_  
PAUL SHAFFER, Incorporator