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ARTICLES OF INCORPORATION

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SECRETARY OF STATE  
STATE OF IDAHO  
OF

**ADVANCED REGIONAL TECHNICAL EDUCATION, INC.  
(A Nonprofit Corporation)**

I, the undersigned, acting as incorporator of a nonprofit corporation under the Idaho Non-Profit Corporation Act, adopt the following Articles of Incorporation for this Nonprofit corporation:

**ARTICLE I**

The name of the corporation is ADVANCED REGIONAL TECHNICAL EDUCATION, INC.

**ARTICLE II**

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

**ARTICLE III**

The address of the initial registered agent of this nonprofit corporation is 126 Second Avenue North, Twin Falls, Idaho, 83301, and the name of the initial registered agent at such address is Thomas B. High.

**ARTICLE IV**

The purpose of this nonprofit corporation shall include, but not be limited to:

- A. To give practical effect to the intent of the Legislature of the State of Idaho regarding cooperation between school districts and/or the Magic Valley Cooperative

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Service Agency (CSA) as provided for in Idaho Code §§ 33-315 through 33-318 inclusive, and 67-2326 through 67-2333 inclusive.

- B. To collectively and cooperatively provide educational programs and services which otherwise the districts and/or the Magic Valley Cooperative Service Agency (CSA) would individually be unable to offer, or which can be provided more economically or more efficiently in combination. Programs and services may include but are not limited to: Vocational and/or technical education, adult evening education, post-secondary vocational education, vocational special needs, special education, Limited English Proficiency plans Chapter I and I-M, secondary electives, grant programs, teacher in-service, ancillary services and transportation.
- C. To provide, from time to time, administration of other programs and services that the Board of Trustees has determined could be more effectively or efficiently provided through the Corporation.
- D. To purchase materials, books, supplies and educational facilities for the joint and cooperative use of the Corporation and the districts and/or the Magic Valley Cooperative Service Agency (CSA) comprising the same.
- E. To receive and disburse local, state, and federal funds.

- F. To study problems of mutual concern and to develop policies and procedures to effectively implement cooperative programs and services.

#### ARTICLE V

No part of the net earnings of the corporation shall inure to the benefit or be distributable 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 the purposes set forth in Article IV hereof. No substantial part of the activities of this nonprofit corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this nonprofit 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 the other provisions of these Articles, this nonprofit corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

## ARTICLE VI

Upon the dissolution of this nonprofit corporation, the Board of Trustees shall after paying or making the provision for the payment of all the liabilities of this nonprofit corporation, dispose of all the assets of this nonprofit corporation exclusively for the purpose of this nonprofit corporation in such a matter, or to such organization or organizations [e.g. the Magic Valley Cooperative Service Agency (CSA)] organized and operating exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Service Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the District Court of Twin Falls County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE VII

Pursuant to Idaho Code § 30-3-17, this nonprofit corporation shall have specific classes of members as set forth in the By-Laws. Each member shall be issued a membership certificate designating his or her class of membership and shall have one (1) vote. The rights and interests of all members shall be set forth in the By-Laws. This corporation shall not have capital stock.

### ARTICLE VIII

Without limiting the general powers granted to the nonprofit corporation by Idaho law, or infringing upon the powers reserved to the Board of Trustees, the corporation shall have the following specific powers:

- A. To administer any gifts, devises or like in accordance with the directions of various donors and testators and within the authority of this corporation.
- B. To receive, when deemed useful, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, and improve real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchise, real or personal property of the corporation, other than its franchise of being a corporation, and to purchase, guaranty, take, receive, subscribed for or otherwise acquire, or otherwise dispose of and otherwise deal use in and with, shares or other interest in or obligations of other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district of municipality or of any instrumentality thereof.
- C. To receive and disburse federal, state and local funds at the same extent as school districts.

- D. To determine the general and special programs to be sponsored by the Corporation.
- E. To determine the proportionate share of all costs of approved special programs for participating members.
- F. To determine the proportionate share of all general expenses or obligations.
- G. To establish a budget for the operation of the Corporation.
- H. To contract with any school district or agency, including specifically the Magic Valley Cooperative Service Agency.
- I. To establish policies for the operation of the Corporation.
- J. To serve as agent for ADVANCED REGIONAL TECHNICAL EDUCATION, INC. in the management and investment of property of any and all kinds heretofore acquired by said ADVANCED REGIONAL TECHNICAL EDUCATION, INC., which the Board of Directors of such corporation shall determine to transfer to the corporation for such management and/or investment.
- K. To receive grants from government or other sources and to disburse such grants for the support of activities.
- L. To make applications for and obtain patents, patent rights, and copyrights, for any inventions or publications and to hold and license patents and copyrights, provided, however, that all income from such patents or copyrights shall be devoted to the purposes of

the corporation and none of such income shall accrue to any officer, trustee, or employee of the corporation except for remuneration for services or except as an inventor or author of a project.

M. To have and exercise all powers now or hereafter conferred upon nonprofit corporations by the laws of the State of Idaho, subject to the provisions of these Articles and By-Laws duly and regularly adopted.

N. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) or the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

O. To defend any lawsuit filed against the corporation, and to initiate and carry on legal suits necessary for the benefit of the corporation.

#### **ARTICLE IX**

The owners (entity members) of ADVANCED REGIONAL TECHNICAL EDUCATION, INC. shall consist of all participating K-12 school districts, the College of Southern Idaho and individual businesses as approved by the Board of Trustees. Business members shall never

exceed 49% of total membership. However, representation of participating K-12 school districts and member businesses shall be as nearly equal as reasonably possible. Each participating entity member shall appoint one official representative (Corporate Member) for representation purposes to the Advanced Regional Technical Education, Inc. membership.

The Board of Trustees shall not have more than nine board members, elected from the membership. No decrease in the number of trustees shall have the effect of shortening the term of office of any incumbent trustee.

The membership shall elect up to nine board members, four from participating school districts, one from the College of Southern Idaho and four from individual businesses. If the Board is less than nine, participating districts and businesses will have an equal number of board representatives. The College of Southern Idaho will be guaranteed a board seat.

The initial Board of Trustees and their addresses, until their successors are duly elected and qualified, shall be:

- A. Steve Marshal, 145 North Road, Jerome, Idaho 83338;
- B. Armand Eckert, 716-B East 4900 North, Buhl, Idaho 83316;
- C. Mike Glenn, c/o College of Southern Idaho, P.O. Box 1238, Twin Falls, Idaho 83303-1238;

#### **ARTICLE X**

The affairs of the corporation shall be managed by the Board of Trustees. The initial Board of Trustees shall serve until the first meeting of the Board of Trustees at which time By-Laws of the corporation shall be adopted. Successor trustees, except as provided in Article IX above, shall be elected by a majority vote



of a quorum of the membership. The number, terms, and manner of election of the successor trustees shall be provided in the By-Laws of the corporation subject to these Articles of Incorporation.

- A. Termination of board membership other than expiration of a regular term, resignation, or death, shall be by an expulsion vote of a two-thirds majority of the remaining board members.
- B. Vacancies other than by expiration of the regular term of office, shall be filled or left vacant by an affirmative vote of a majority of a quorum of the Board of Trustees, but not less than two (2) affirmative votes, as soon as possible after such termination of a membership and not later than the next regular meeting of the Board of Trustees. The trustee appointed shall be of the same category (i.e. participating district, CSI or individual business) as the one who resigned.
- C. One half of said Board of Trustees shall constitute a quorum, and a majority of any such quorum at a meeting duly convened shall have the power to act, except as in these Articles otherwise specifically provided. Action of any kind may be taken, without a meeting, by writing, setting forth the action, signed by all of the members. Each member shall be entitled to one (1) vote and shall have the right to vote on all matters.
- D. In managing the affairs of the corporation, the Board of Trustees may delegate to officers and committees, powers as may be provided in the By-Laws.

#### ARTICLE XI

The annual meeting of the Corporation shall be at such place and at such time as the President of the Corporation shall give notice; provided, however, that such annual meeting shall be held not less than eight (8) nor more than sixteen (16) months from the time of the preceding annual meeting and, provided further, that the Board of Trustees or not less than ten (10) members shall call for any special meeting.

#### ARTICLE XII

The name and address of the incorporator and initial member is:

Catherine Holston, 715 2nd Avenue West, Twin Falls, Idaho 83301.

#### ARTICLE XIII

All or any meetings of the members, or of the Board of Trustees may be held within or without the State of Idaho.

#### ARTICLE XIV

The trustees of this nonprofit corporation shall not be personally liable for the debts, liabilities or obligations of this nonprofit corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23 of September, 1998.

  
Catherine Holston

STATE OF IDAHO

County of Twin Falls

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The undersigned, a Notary Public for the State of Idaho, does hereby certify that on this 23rd day of September, 1998, personally appeared before me, CATHERINE HOLSTON who being by me first duly sworn, declared that she is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

IN WITNESS WHEREOF, I have heretofore set my hand and affixed my official seal the day and year in this certificate first above written.

Karen M. Smith  
NOTARY PUBLIC  
Residing at: Gene, ID  
My Commission Expires: 02/05/2002