

ARTICLES OF INCORPORATION
OF
THE AMBROSE SCHOOL FOUNDATION, INC.

2011 JUL 12 PM 4:34
SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS, That I the undersigned being a natural person of full age and a citizen of the United States, in order to form a nonprofit corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (the "Act"), and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

ARTICLE I. NAME.

The name of the corporation is The Ambrose School Foundation, Inc.

ARTICLE II. NONPROFIT STATUS.

The Foundation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION.

The period of duration of the Foundation is perpetual.

ARTICLE IV. PURPOSES.

The purposes for which the Foundation is organized and will be operated are as follows:

1. The Foundation is organized and operated exclusively for development and fundraising in support of Foundations Academy, Inc. DBA "The Ambrose School" located in Ada County, Idaho.

2. Such other charitable, religious, educational, or scientific purposes (within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time) including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

3. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Foundation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

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ARTICLE V. NAMES AND ADDRESSES OF INITIAL DIRECTORS.

The names and addresses of the persons initially constituting the Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Michael Black	1867 Charolais Dr. Meridian, Idaho 83642
Darel Tracy	9354 W. Rifleman Ct. Boise, Idaho 83704
Farrell Good	466 E. Antigua Dr. Meridian, Idaho 83642
Shelton Woods	6904 Folk Dr. Boise, Idaho 83704
John Wilford	11955 W. Peak View St. Boise, Idaho 83709
Timothy Pauls	5959 W. Elkhorn Boise, Idaho 83709
David Goodwin	5583 N. High Country Wy. Star, Idaho 83669

ARTICLE VI. INCORPORATOR.

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Conrad J. Aiken	101 S. Capital, Suite 300 Boise, ID 83702

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT.

The street address of the corporation's initial registered office is 6100 N. Locust Grove Rd., Meridian, Idaho, the name of the initial agent at this address is Darel Tracy.

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ARTICLE VIII. LIMITATIONS.

The Corporation shall have no capital stock and no shares of stock in the Corporation shall be issued. No part of the net earnings or the assets of the Foundation shall inure to the benefit of, or be distributable to, directors, officers, or other private persons except that the Foundation 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 the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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 provision of these articles, the Foundation 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.

ARTICLE IX. Indemnification

The Corporation shall indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, officer, employee or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents and fiduciaries included in any statute, bylaw, agreement, general or specific action of the Board of Directors or other document or arrangement.

ARTICLE X. MEMBERS.

The Foundation shall have no members. No director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for conduct as a director, provided that this Article shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Idaho Nonprofit Corporation Act. No amendment to the Idaho Nonprofit Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective date of the amendment.

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ARTICLE XI. DISTRIBUTION OF DISSOLUTION.

Upon dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Foundation, distribute all the assets of the Foundation to The Ambrose School, provided such entity is a tax exempt entity under Section 501(c)(3) of the Internal Revenue Code at such time, or, if not, such assets shall be distributed or used exclusively for charitable, religious 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.

ARTICLE XI. BYLAWS.

Provisions for the regulation of the internal affairs of the Foundation shall be set forth in the Bylaws.

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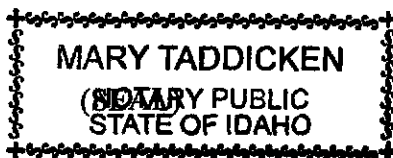
DATED this 12th day of July, 2011.



CONRAD J. AIKEN
Incorporator

STATE OF IDAHO)
 : ss
County of Ada)

On this 12th day of July, 2011, before me, the undersigned, a Notary Public in and for said State, personally appeared CONRAD J. AIKEN, 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.




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