

FILED

The NOSPIN Group, Inc.

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Articles of Incorporation Amended May 15, 1999

C126670

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^{Restated}
**Amended Articles of Incorporation of
The NOSPIN Group, Inc.
Amended May 15, 1999**

FILED

BE IT KNOWN, that we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and in particular Chapter 10 of Title 30, and the acts amendatory thereof and supplemental thereto, do hereby associate ourselves, together with such other persons as may associate themselves and their successors, for the purposes of incorporation, and do hereby certify as follows:

ARTICLE I

IDAHO SECRETARY OF STATE
05/18/1999 09:00
CK: 2034 CT: 180046 BH: 217061
1 @ 30.00 = 30.00 NON PROF A # 2

The name of the corporation is **THE NOSPIN GROUP, INC.**

ARTICLE II

C 126670

The purposes and objects for which the corporation is formed are:

- (a) To establish, operate, maintain, and promote, within the meaning of Section 501(c)(3) of the Internal Revenue Code, a non-profit Internet Educational service for the beneficiaries of services provided through the Internet and for those seeking to use the service via the Internet.
- (b) To operate, maintain, and carry on said Internet Educational service so as to provide said users with a positive meaningful social experience, so as to promote an enriching environment where each user may creatively experiment with a variety of materials to discover and develop her/his skills and abilities, and to provide each user with an opportunity to develop self-confidence, the ability to function successfully with home computers, and an increased awareness of computer software and hardware in general.
- (c) To receive membership dues and contributions and maintain a fund or funds and apply the income and principal thereof to promote the establishment, operation, maintenance, and development of said Internet Educational service and its purposes, and to aid in any of the educational endeavors or other activities of said Internet Educational service devoted to such purposes; and to carry out the purposes hereof by any and all means which from time to time shall be determined at the discretion of the board of directors of this corporation, excluding, nevertheless, any illegal act or acts which are declared to be *ultra vires* and contrary to the purposes of this corporation.
- (d) To provide any and all additional services available through the Internet, US Mail, telephone system, personal and private that may be deemed appropriate by the board of directors to meet stated goals of the corporation as may arise in the future.

- (e) The NOSPIN Group, Inc. is organized exclusively for charitable and educational purposes with the meaning of section 501(c)3 of the United States Internal Revenue code.

ARTICLE III

The corporation shall have the following powers:

- (a) To do all acts as are necessary or expedient to obtain the objects and purposes herein set forth to the same extent and as fully as any natural person could or might do, and as are not forbidden by law or by these articles of incorporation and, without limiting the generality of the foregoing, the corporation should have the power:
 - (i) To establish, develop, train, and provide an Internet World Wide Web site and auxiliary staff for the operation of said Internet Educational service and all of its phases pursuant to said above purposes;
 - (ii) To establish, operate, maintain, develop, and promote a World Wide Web site and any and all specialized facilities or Internet services, including Domain name registration, computers, servers, Internet access and equipment for teaching and demonstration pursuant to said above purposes;
 - (iii) To contract and work with any other persons or institutions, including educational institutions and public institutions, in connection with the operation, maintenance, development, and promotion of said Internet Educational service pursuant to the above purposes.
 - (iv) To take, hold, directly or indirectly, by bequest, devise, gift, contract, purchase, or lease either absolutely or in trust for any of its purposes, any property, real or personal, without limitation as to amount or value.
 - (v) To sell, convey, mortgage, grant, assign, lease, or otherwise for any purpose, any property, real or personal, without limitation as to amount or value.
 - (vi) To borrow money and incur indebtedness, draw, make, accept, endorse, transfer, assign, execute and issue, bonds, debentures, notes, and other evidences of debt, and for the purpose of securing indebtedness or contracts, assign, deliver, convey, mortgage, or pledge any property, real or personal, without limitation as to amount or value; to buy, sell, trade and deal in, stocks, bonds, and securities of every nature, on margin or otherwise; and in connection therewith, to borrow money and to pledge

any and all stocks, bonds, securities, and commodities and contracts for the future payment thereof.

- (vii) To solicit, collect and receive moneys from public authorities or private donors for use for any of its purposes, or in accordance with the requirements of the public authority or wishes of the private donor, if any.
 - (viii) To invest and reinvest and deal with and expend the income and principal of the corporation in such manner as in the judgment of the board of directors will best promote its purposes; provided, that the power of investment and reinvestment shall not be subject to the principal prohibiting the mingling of assets from various donors' gifts for investment purposes, nor shall the board of directors in managing the assets of the corporation be held to a higher fiduciary standard of care than that applicable to directors of commercial corporations.
 - (ix) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - (x) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - (xi) The corporation will not retain any excess business holding as defined in section 4943(c) of the Internal Revenue Code, or corresponding section of any future federal tax code.
 - (xii) The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - (xiii) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (b) Notwithstanding any of the above statements of purpose and powers, this corporation shall not engage in activities which in themselves are not in the furtherance of the purposes set forth in Article II hereof and do not conform to the non-profit nature of this corporation, and this corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501c(3) of the Internal Revenue Code.

ARTICLE IV

In no event shall any income or assets of this corporation be distributed to or inure to the benefit of any member, director, or officer of this corporation, either directly or indirectly, other than for expenses incurred in the carrying out of the directions and authorities of the board of directors and officers hereof in carrying out the purposes of the corporation; provided, nevertheless, upon the approval of a two-thirds vote of the board of directors, compensation may be paid to such corporate officer or officers for actual services performed for the corporation. Upon the winding up or dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which has established its tax-exempt status under Section 501c(3) of the Internal Revenue Code.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The location and post office address of this corporation is:

The NOSPIN Group
4645 N. Waterfront Way
Boise, Idaho 83703

Registered Agent is: Robert C. Wright
4645 N. Waterfront Way
Boise, Idaho 83703
nospin@nospin.org

ARTICLE VII

There shall be no capital stock of this corporation, but there shall be issued membership certificates to each member hereof, which certificates will be non-transferable, except by approval of the board of directors and under such regulations as the bylaws may prescribe. The rights and interests of all members of this corporation shall be, and are, equal.

ARTICLE VIII

The names and post office addresses of the incorporators and directors are as follows:

Robert C. Wright
4645 N. Waterfront Way
Boise, Idaho 83703
nospin@nospin.org

Andrew Dunn
1476 Shellbrook Drive
Meridian, Idaho 83642
drewd@nospin.org

ARTICLE IX

The private property of any member of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the membership certificates shall not be subject to assessment for any purpose, including, but not limited to, paying expenses, conducting business, or paying debts of the corporation.

ARTICLE X

The number of the directors of the corporation shall be as specified in the bylaws, and such number may, from time, to time, be increased or decreased in such manner as may be prescribed in the bylaws, provided that the number of directors shall not be less than three. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the membership and until their successors are elected and qualified. The officers of the corporation shall be elected by the directors immediately and within ten days following the annual meeting of the corporation and said officers shall be elected for a term of one year or until their successors are elected and qualified.

ARTICLE XI

The board of directors is expressly authorized to repeal and amend the bylaws of the corporation and to adopt new bylaws, and the corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by the affirmative vote of two-thirds of the members present at such meeting, represented in person or by proxy, at any annual meeting of the members or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

ARTICLE XII

There shall be only one class of membership in this corporation. The authorized number and qualification of members of this corporation, voting rights and privileges of members, and the liability of members for dues and assessments and the method of collection thereof shall be set forth in the bylaws of the corporation.

ARTICLE XIII

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that she/he or such firm as is so interested shall be disclosed or shall have been known to the board of directors or a majority thereof, and any

director of this corporation who is also a director or officer of another such corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction as may any other director. This Article XIII is to be construed to allow the corporation to have the advantage of the financial, business, and social contacts and positions of the directors and members of this corporation, with the only measure of the propriety of such contract or transaction being its fairness to the corporation, as if in the normal transaction of business between disinterested parties.

ARTICLE XIV

This corporation shall operate any such aforesaid Internet Educational service, or other services as may be decided by the board of directors, until all of the licensure requirements have been met by the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 17 day of May, 1999.

THE INCORPORATORS AND DIRECTORS:

Robert C. Wright

Andrew Dunn

STATE of IDAHO }
 } ss.
County of ADA }

On this 17th day of May, 1999, before me Teresa G Browning, a Notary Public in and for said State of Idaho, personally appeared Robert C. Wright and Andrew Dunn, known to me to be the persons whose names are subscribed to this written instrument, and acknowledged to me that they executed the same.

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

Teresa G Browning
Notary Public for the State of Idaho
Residing at Boise, Idaho
Commission exp Feb 2, 2001