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ARTICLES OF INCORPORATION

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EAGLE CREST INDEPENDENT SCHOOL, INC.

STATE OF IDAHO

The undersigned, acting as the incorporators of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is EAGLE CREST INDEPENDENT SCHOOL, INC.

ARTICLE II. PURPOSE

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

A. To found, maintain and operate a private, nonprofit, nonsectarian, independent school, serving children of an age determined by the Board of Directors. The school is committed to academic excellence to prepare its students for higher education, while facilitating the growth of its students as individuals, celebrating diversity, encouraging individuality and equality, and creating a sense of community. The school does not discriminate on the basis of race, color, or national or ethnic origin in administration of its educational policies, admission policies, scholarship and loan programs, or any other school administered program.

B. To conduct charitable and educational activities, 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 Section 501(c)(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 corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

To transact any and all lawful business, consistent with the purposes stated above, for which nonprofit corporations may be incorporated under the laws of the State of Idaho, as they may be amended from time to time.

ARTICLE III. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) individuals. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

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The initial Board of Directors will consist of three (3) members. The names and street addresses of the persons constituting the initial Board of Directors are:

	<u>NAME</u>	<u>ADDRESS</u>
1)	Cindy L. Toomer	870 Rainier Street Idaho Falls, Idaho 83402
2)	Douglas V. Toomer	870 Rainier Street Idaho Falls, Idaho 83402
3)	Janet R. Snyder	1675 Shasta Street Idaho Falls, Idaho 83402

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The location of this Corporation is in the City of Idaho Falls, County of Bonneville, State of Idaho. The location and the physical address of the initial registered office is as follows:

	<u>Physical Address</u>
Registered Office:	870 Rainier Street Idaho Falls, Idaho 83402
Registered Agent:	Douglas V. Toomer

ARTICLE V. INCORPORATORS

<u>Incorporators' Name</u>	<u>Address</u>
Cindy L. Toomer	870 Rainier Street Idaho Falls, Idaho 83402
Douglas V. Toomer	870 Rainier Street Idaho Falls, Idaho 83402

ARTICLE VI. MEMBERS

The Corporation shall have no members.

ARTICLE VII. NONPROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE VIII. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IX. 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 Article II hereof. No substantial part of the activities of the Corporation shall be 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 provision 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.

ARTICLE X. DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from-time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XI. AMENDMENTS TO THESE ARTICLES

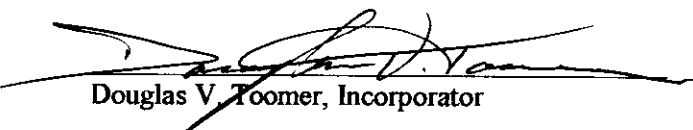
These Articles may be changed or amended at any meeting of the Directors by a two-thirds vote of those present, provided notice of the substance of the proposed amendment is sent to all the Directors at least three (3) weeks before the meeting. The amended Articles shall be delivered to the Secretary of State as provided in Idaho Code s-30-3-93.

ARTICLE XII. BYLAWS

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

DATED this 12th day of May, 2000.


Cindy L. Toomer, Incorporator


Douglas V. Toomer, Incorporator