

FILED/EFFECTIVE

2002 MAY -1 AM 8:31
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION OF HVACR-edu, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation, hereinafter referred to as the "Corporation" is:

HVACR-edu, INC.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose for which the corporation is organized is to establish, maintain, manage, and operate an internet educational institution. Within the parameters set forth herewithafter, the corporation, may engage in any lawful activity.

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Idaho Nonprofit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation,

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or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, 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 IV

The Corporation shall not have members.

ARTICLE V

The initial street address in the state of Idaho of the initial registered office of the Corporation is 343 Little Bears Rd., Sandpoint, ID 83864, and the name of the initial registered agent at such address is Justin Lloyd.

ARTICLE VI

The initial board of directors shall consist of three (3) directors, who need not be residents of the state of Idaho. The number of directors may be increased in the manner specified in the corporations bylaws.

ARTICLE VII

The names and addresses of the persons who shall serve as directors until their successors shall have been elected and qualified, are as follows:

- 1) Chris Copmton
127 Highway 200
Heron, MT 59844

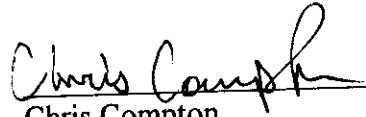
- 2) Tracy Johnson
11845 E. Summer Trail
Tucson, AZ 85749
- 3) Sue Fitzner
11421 E. Placita Madre
Tucson, AZ 85749

ARTICLE VIII

The name and address of the initial incorporator is as follows:

Chris Compton
127 Highway 200
Heron, MT 59844

IN WITNESS WHEREOF, the undersigned has made and subscribed to these
Articles of Incorporation at Sandpoint, Idaho, on 29 April 2002.


Chris Compton