

CERTIFICATE OF INCORPORATION
OF

RAINBOW: A LEARNING LAB, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

RAINBOW: A LEARNING LAB, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated July 19, 19 83.




SECRETARY OF STATE

Corporation Clerk

JUL 19 8 57 AM '83

SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
RAINBOW: A LEARNING LAB, INC.
A Non-Profit Corporation

* * * * *

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, an adult citizen of the State of Idaho, hereby forms a non-profit corporation pursuant to Chapter 3 of Title 30 of the Idaho Code and does hereby certify:

ARTICLE 1: The name of the corporation shall be Rainbow: A Learning Lab, Inc.

ARTICLE 2: Subject to dissolution in the manner provided by law, the duration of the corporation shall be perpetual.

ARTICLE 3: The purposes for which this corporation is formed are as follows:

(A) To provide an educational program for pre-school and kindergarten-aged children residing in Twin Falls, Idaho and other outlying communities in the Magic Valley.

(B) To provide a special educational program for elementary-aged children residing in Twin Falls, Idaho and other outlying communities in the Magic Valley.

(C) To provide a variety of educational labs, seminars, and workshops for adults and children residing in Twin Falls, Idaho and other outlying communities in the Magic Valley.

(D) To enhance the spread of computer literacy for adults and children, by providing individual, group, and family computer programming instruction on a year-round basis.

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(E) To develop and market educational materials that may be tested in programs offered by this corporation; proceeds from which would provide additional support for Rainbow educational programs.

(F) To do all things necessary for the accomplishment of the above-mentioned purposes and objectives.

Provided, however, that the powers and purposes of the corporation are limited to those permitted to an organization which is 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 Internal Revenue Law).

ARTICLE 4: This corporation is formed as a non-profit corporation pursuant to the provisions of Section 30-301, et. seq., Idaho Code. The corporation shall have members, and membership shall be open to residents of the State of Idaho who participate in the programs offered by the corporation. The rights and interests of all members of this corporation shall be equal. The corporation shall not issue any capital stock but shall issue non-assignable membership cards to each member.

ARTICLE 5: No part of the net earnings of the corporation shall inure to the benefit of, or be distributed 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 3 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 (a) by the 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 Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

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ARTICLE 6: Upon dissolution of the corporation, the Advisory Board shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Advisory Board shall determine. Any such assets not so disposed of shall be disposed of 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 7: The street address of the initial registered office of the corporation is Route 3, Box 6148, Kimberly Road, Twin Falls, Idaho 83301. The name of the initial registered agent of the corporation at such street address is Patricia J. Chupa.

ARTICLE 8: The initial Advisory Board of the corporation shall consist of:

Patricia J. Chupa	1860 Falls Avenue E.	Twin Falls, ID	83301
Marjorie E. Chupa	1860 Falls Avenue E.	Twin Falls, ID	83301
Edward A. Chupa	1860 Falls Avenue E.	Twin Falls, ID	83301
Christopher Chupa	1860 Falls Avenue E.	Twin Falls, ID	83301

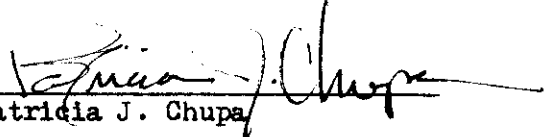
The above Board members shall hold office for such period as may be specified in the By-Laws. Thereafter, members shall be elected or appointed in the manner and for the terms provided for in the By-Laws. The existing Board members may elect successor members in accordance with procedures provided for in the By-Laws. The number of Advisory Board members may be changed from time to time by amendment to the By-Laws of the corporation.

ARTICLE 9: The power to alter, amend, or repeal the Articles of Incorporation and By-Laws or to adopt new articles of incorporation or by-laws shall be vested in the Advisory Board of the corporation.

ARTICLE 10: The sole incorporator of the corporation is Patricia J. Chupa, 1860 Falls Avenue E., Twin Falls, Idaho 83301.

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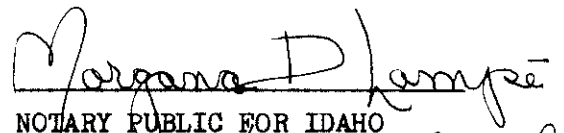
IN WITNESS WHEREOF, the Articles of Incorporation have been
executed this 15th day of July, 1983.


Patricia J. Chupa

STATE OF IDAHO)
 : ss.
County of Twin Falls)

On this 15th day of July, 1983, before me, a
Notary Public, in and for said State of Idaho, personally appeared PATRICIA J.
CHUPA, known to me to be the person whose name is subscribed to the within
instrument and sworn to me that she executed the same.

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


NOTARY PUBLIC FOR IDAHO
Residing At: Twin Falls - Id