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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
IDAHO LEARNING CENTER, INC.**

In compliance with the requirements of the laws of the State of Idaho relating to nonprofit corporations, including particularly Section 30-3-17 of the *Idaho Code*, the undersigned, in order to form a non-profit corporation for the purposes hereinafter stated, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name of Corporation

The name of the Corporation shall be IDAHO LEARNING CENTER, INC., hereinafter called the "Corporation."

ARTICLE II

Office

The initial principal office of the Corporation shall be located at number 3313 Wilson Lane in the city of Nampa, Idaho 83686, and the initial registered agent at said address shall be CONNIE RISSER.

ARTICLE III

Purpose and Powers of the Corporation

This Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the *Internal Revenue Code*. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under either Section 501(c)(3) of the *Internal Revenue Code* or the corresponding section of any future federal tax code, or (b) by an

IDAHO SECRETARY OF STATE
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ARTICLES OF INCORPORATION FOR IDAHO LEARNING CENTER, INC.

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Corporation, contributions to which are deductible under either Section 170(c)(2) of the *Internal Revenue Code* or the corresponding section of any future federal tax code.

Specifically, the purposes of this Corporation shall be to provide individual learning programs with qualified educational therapists for students with educational disabilities. In addition, this Corporation shall have any and all other powers, rights, and privileges which a corporation organized under the *Idaho Non-Profit Corporation Act* by law may now or hereafter have or exercise.

ARTICLE IV

Membership

The Corporation shall not have members.

ARTICLE V

Board of Directors

The affairs of the Corporation shall be managed by a Board of at least three (3), but not more than seven (7) Directors at meetings duly held pursuant to the Bylaws and at which a quorum is present in person or by proxy. After the filing of these Articles, the size of the Board may be changed from time to time by the enactment or amendment of an appropriate Bylaw in the manner set forth in said Bylaws. A quorum shall consist of the presence of at least one-half (½) of the Directors, either in person or by proxy.

The Board, by majority vote, shall elect and may remove any officer of the Corporation.

The initial members of the Board of Directors of the Corporation shall be as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
CONNIE RISSE	3313 Wilson Lane Nampa, Idaho 83686
CARMEN CLASSEN	5650 Starry Lane Nampa, Idaho 83686
ELLYN HOFFMAN	6054 S. Fireglow Avenue Boise, Idaho 83709

ARLO SIEGERSMA

5416 S. Fugii
Nampa, Idaho 83686.

ARTICLE VI

Dissolution

The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Directors of the Corporation. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated and transferred for one or more exempt purposes within the meaning of either Section 501(c)(3) of the *Internal Revenue Code*, or any corresponding section of any future federal tax code, or shall be distributed either to the federal government, or to any state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located for such purposes or to such organizations as said Court shall determine, which organizations are organized and operated exclusively for such purposes.

ARTICLE VII

Duration

Subject to the provisions of Article VI, above, the Corporation shall have a perpetual existence.

ARTICLE VIII

Incorporator

The name and street address of the Incorporator of this Corporation is CONNIE RISSER whose address is number 3313 Wilson Lane in the city of Nampa, Idaho 83686.

ARTICLE IX

Conflicts of Interest

To ensure that the Corporation operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, in connection with any actual or possible conflict of interest involving a proposed transaction or arrangement for the

Corporation, any director, officer, or member of a committee with governing board-delegated powers who has a direct or indirect financial interest in the transaction or arrangement must disclose the existence of the financial interest and all material facts to the directors or to the members of a committee with governing board-delegated powers who may be considering the proposed transaction or arrangement. After disclosure of the financial interest and all material facts, and after any discussion with the person making the disclosure, that person shall leave the governing board or committee meeting while the determination of a conflict of interest is made by the remainder of the governing board or committee. If the remainder of the governing board or committee concludes that a conflict of interest exists, then the governing board or committee shall decide the matter outside of the presence of the person with the conflict of interest. If the remainder of the governing board or committee concludes that no conflict of interest exists, the disclosing party shall return to the board or committee and participate in the deciding of the matter.

ARTICLE X

Amendments

Amendments of these Articles may only be enacted in conformity with the provisions of Section 30-3-91 of the *Idaho Code*. These Articles or the Bylaws of the Corporation may only be amended by the vote of two-thirds (2/3) of the Directors of the Corporation in accordance with Idaho law.

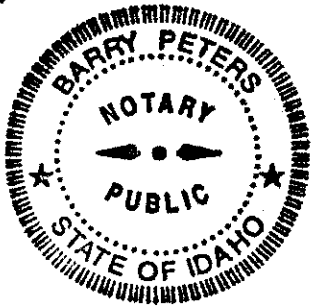
IN WITNESS WHEREOF, For the purpose of forming this corporation under the laws of the State of Idaho, the undersigned, constituting the sole Incorporator of this Corporation, has executed these Articles of Incorporation this 21st day of March, 2008.


Connie Risser
CONNIE RISSE, Incorporator

STATE OF IDAHO)
) ss.
County of Ada)

On this 21st day of March, 2008, before me, the undersigned, a Notary Public in and for said County and State, personally appeared CONNIE RISSER, known to me to be the person whose name is subscribed to the foregoing instrument, and who acknowledged to me that she executed the same.

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





Notary Public for Idaho
Residing at Eagle, Idaho
My commission expires: March 17, 2014

CONNIE RISSER, Articles & Bylaws 03.20.08