



CERTIFICATE OF INCORPORATION
OF

ONE LEARNING PLACE, INC.

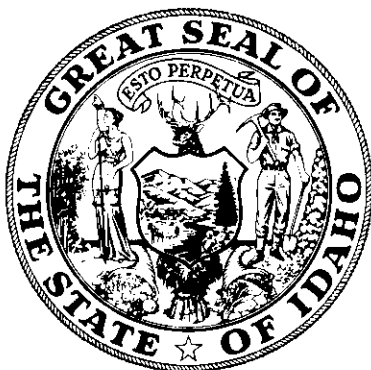
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

ONE LEARNING PLACE, 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 January 18, 19 82



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION - NONPROFIT CORPORATION

We, the undersigned, residents of the State of Idaho, being of legal age, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the statutes of the State of Idaho.

ARTICLE ONE

NAME: RETAR OF
STATE

The name of the corporation is ONE LEARNING PLACE, INC.

ARTICLE TWO

ADDRESS

The street address of the corporation's initial registered office is Lanewood Road, Route 1, Eagle, Idaho 83616. (That is $\frac{1}{4}$ mile south of the intersection of Beacon Light Road and Lanewood Road, the fourth residential structure on the west side of the road.) The name of it's initial registered agent at such address is Mitchel D. Schwartz.

ARTICLE THREE

TYPE OF CORPORATION

The corporation is a nonprofit corporation.

ARTICLE FOUR

DURATION

The period of duration of this nonprofit corporation shall be perpetual.

ARTICLE FIVE

CORPORATE PURPOSE

This nonprofit corporation is organized for the following purposes: to establish and operate a school for persons ages three through seventeen covering the levels of kindergarten, lower elementary and through high school. To establish, maintain, and operate recreational and educational institutions. To own, maintain, and operate land, facilities, and equipment for use in connection with such institutions for the purpose of enjoyment and learning whether theoretical or practical. To disseminate knowledge in all areas whether academic, physical or vocational. The corporation shall have the right to do and accomplish all things and engage in any other lawful transactions which a corporation organized under the Nonprofit Corporation Laws of Idaho might do, accomplish, or engage in.

ARTICLE SIX

CONDITIONS OF MEMBERSHIP

The conditions and regulations of membership and the rights and other privileges of the classes of membership shall be determined and fixed by the Bylaws of this corporation.

ARTICLE SEVEN

LIMITATION OF MEMBER'S LIABILITY

The private property of the members of this corporation shall not be liable for its corporate debts.

ARTICLE EIGHT

NAME AND ADDRESS OF INCORPORATORS

Mitchel D. Schwartz and Laurel F. Schwartz. Address same as corporation's initial registered office.

ARTICLE NINE

NUMBER OF DIRECTORS

Three directors shall constitute the initial board of directors. They are the two incorporators and Richard L. Schwartz, Route 1, Ames, Iowa 50010.

Mitchel D. Schwartz
Laurel F. Schwartz

STATE OF IDAHO

County of Ada

On this 18th day of January, 1982, personally appeared before me, Mitchel D. Schwartz, and Laurel F. Schwartz, Incorporators of ONE LEARNING PLACE, INC. known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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

Cinda M. Vincent
NOTARY PUBLIC FOR IDAHO (SEAL)

Residing at Eagle, Idaho

My Commission Expires: 2-23-85