

AMENDED AND RESTATED ARTICLES OF INCORPORATION

2007 FEB 16 AM 11:25

OF

SECRETARY OF STATE
STATE OF IDAHO

ELK MOUNTAIN ACADEMY, INC.

The undersigned, being the chairman and secretary of the Board of Directors of Elk Mountain Academy, Inc. ("Corporation"), organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), on behalf of the Corporation, hereby restate the Corporation's Articles of Incorporation ("Articles"), including amendments unanimously approved by its members at a meeting duly called and held on November 14, 2006:

Article I Name.

The name of the Corporation is Elk Mountain Academy, Inc.

Article II Nonprofit Status.

The Corporation is a nonprofit corporation.

Article III Period of Duration.

The period of duration of the Corporation is perpetual.

Article IV Registered Office and Agent.

The location of the Corporation is in the City of Clark Fork, County of Bonner, and in the State of Idaho. The address of the registered office is

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ARTICLES OF INCORPORATION - 1

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3067 Mosquito Creek Road, Clark Fork, Idaho 83811, and the name of the registered agent at this address is Loretta Olding.

Article V Purposes.

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

A. To establish and operate schools as a means of providing residential facilities in which children at risk can be provided with a safe, drug-free environment to foster their academic and emotional development.

B. Charitable, religious, educational or scientific 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 under such Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things 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 the act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

Article VI Limitations.

A. No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 V hereof. No substantial part of the activities of the Corporation shall be for 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 provisions 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.

B. This organization is organized exclusively for religious, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

C. Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

Article VII No Members

The Corporation shall not have any members.

Article VIII Board of Directors.

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the current Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the current

Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Carl Olding	1658 Peninsula Road Hope, Idaho 83836
Loretta Olding	1658 Peninsula Road Hope, Idaho 83836
Michael Kaye	2400 Larkey Lane Walnut Creek, California 94596
Andrea Mello	5070 Cordoy Lane San Jose, California 95124
Lori Lara	4400 North Creek Road Beulah, Colorado 81023

Article IX Current Officers.

The names and street addresses of the current officers of the Corporation are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
Chairman of the Board of Directors	Carl Olding	1658 Peninsula Road Hope, Idaho 83836
President	Carl Olding	1658 Peninsula Road Hope, Idaho 83836
Vice President, Secretary and Treasurer	Loretta Olding	1658 Peninsula Road Hope, Idaho 83836

Article X Bylaws.

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

Article XI Amendment.

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly-noticed special or regular meeting of the Board of Directors. The information required by Idaho Code Sections 30-3-93 and 30-3-94 for the first amendment of these Articles of Incorporation as of November 14, 2006, is set forth in the attached Addendum 1.

DATED this 14th day of November, A.D. 2006.

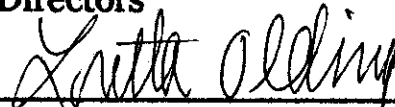
ELK MOUNTAIN ACADEMY, INC.

By:



Carl Olding, Chairman of the Board of
Directors

Attest:



Loretta Olding, Secretary to the Board of
Directors

ADDENDUM I
CERTIFICATE OF BOARD OF DIRECTORS RE:
AMENDED AND RESTATED ARTICLES OF
INCORPORATION OF ELK MOUNTAIN ACADEMY, INC.

The following is certified by the Corporation pursuant to Idaho Code Section 30-3-94(8), and relates to the amendment and restatement of the Corporation's Articles of Incorporation:

1. The effective date of the adoption of the amendments was November 14, 2006.
2. Pursuant to Idaho Code Section 30-3-93(5), the approval of the amended articles was required by members.
3. All memberships are general memberships, without any specific designation or class.
4. The number of memberships outstanding was five (5).
5. The number of votes entitled to be cast by each member was one (1).
6. The number of votes cast for the amendments was five (5) in favor and zero (0) opposed.
7. The number of votes cast for the amendments by the members was sufficient for approval by the members.

8. The approval of the amendments was not required by some person or persons other than the members, the board, or the incorporators, pursuant to Idaho Code Section 30-3-99.

9. Pursuant to Idaho Code Section 30-3-94(2), the restatement of the Articles of Incorporation includes amendments requiring approval by the members, and those amendments were adopted pursuant to Idaho Code Section 30-3-91.

10. The board has submitted this restatement to the members, and they have approved it pursuant to Idaho Code Section 30-3-94(3).

CERTIFIED AND DATED to be effective the 14th day of November, 2006.

ELK MOUNTAIN ACADEMY, INC.

By:



Carl Olding, Chairman, Board of Directors

Attest:



Loretta Olding, Secretary to the Board of Directors

ARTICLES OF AMENDMENT

2007 FEB 16 - AM 11:15

OF

SECRETARY OF STATE
STATE OF IDAHO

ELK MOUNTAIN ACADEMY, INC.

Elk Mountain Academy, Inc. pursuant to Idaho Code Sections 30-1-1006 and 30-1-1007 hereby files these Articles of Amendment and hereby restates its Articles of Incorporation as theretofore amended by unanimous approval by its members at a meeting duly called and held on November 14, 2006 as set forth in the attached Addendum I, Certificate of Board of Directors Re: Amended and restated Articles of Incorporation of Elk Mountain Academy, Inc. The Amended and Restated Articles of Incorporation of Elk Mountain Academy, Inc. are set forth in the attached Addendum II.

DATED this 14th day of November, A.D. 2006.

ELK MOUNTAIN ACADEMY, INC.

By:



Carl Olding, Chairman of the Board of
Directors

Attest:



Loretta Olding, Secretary to the Board of
Directors

ARTICLES OF AMENDMENT

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