



CERTIFICATE OF INCORPORATION
OF

HERITAGE LEARNING CENTER, INC.

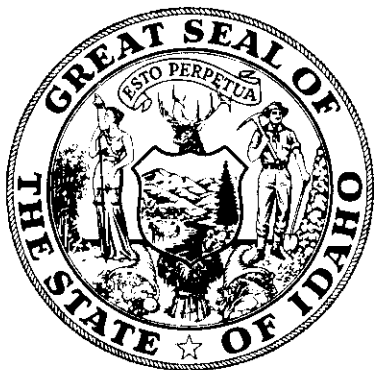
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

HERITAGE LEARNING CENTER, 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 February 22, 19 82



SECRETARY OF STATE

Corporation Clerk

RECEIVED

ARTICLES OF INCORPORATION-NONPROFIT CORPORATION

'82 FEB 22 PM 1 50

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

The name of the corporation is "HERITAGE LEARNING CENTER" Inc.

ARTICLE TWO
ADDRESS

The post office address of the corporation's principle office is Route #5 South Fifth Avenue Pocatello, Idaho 83201. The name of it's initial registered agent at such address is Lyle E. Bair.

ARTICLE THREE
TYPE OF CORPORATION

The corporation is a nonprofit corporation.

ARTICLE FOUR
DURATION

The period of duration of 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 Non-Profit Corporation Laws of Idaho might do, accomplish, or engage in.

ARTICLE SIX
NO PECUNIARY GAIN

This corporation is not organized for a pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends, and no part of its new earnings shall inure to the benefit of any member, director, or individual. 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 Five above.

ARTICLE SEVEN
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 EIGHT
LIMITATION OF MEMBER'S LIABILITY

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

ARTICLE NINE
NAME AND ADDRESS OF INCORPORATORS

The name and address of each incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lyle E. Bair	Route 5 South Fifth Pocatello, Id 83201
Leslie H. Bair	Route 5 South Fifth Pocatello, Id 83201
Lynne H. Williams	Route 1 Box 1474 Paul, Idaho 83347
David W. Williams	Route 1 Box 1474 Paul, Idaho 83347

ARTICLE TEN
NUMBER OF DIRECTORS

Four incorporators shall constitute the initial board of directors.

ARTICLE ELEVEN
VOTING POWER OF MEMBERS

The voting power of each member is equal.

Lyle E. Bair
Lyle E. Bair
Leslie H. Bair
Leslie H. Bair
Lynne H. Williams
Lynne H. Williams
David W. Williams
David W. Williams

STATE OF IDAHO)
County of Bannock } ss.

On this 5 day of FEB, 1982, personally appeared before me, Lyle E. Bair, Leslie H. Bair, Lynne H. Williams, and David W. Williams, Incorporator's of "HERITAGE LEARNING CENTER", known to me to be the persons whose names are subscribed to the with in 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.

[Signature]
NOTARY PUBLIC FOR IDAHO (SEAL)
Residing at Pocatello, Idaho
My commission expires; 4-15-88