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State of Idaho

Department of State

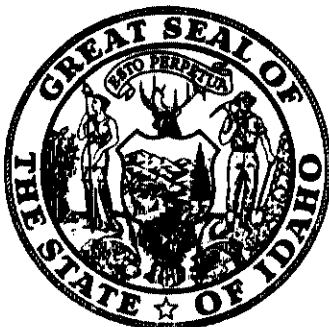
CERTIFICATE OF INCORPORATION OF

THE APOLLO EDUCATION FOUNDATION, 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 THE APOLLO EDUCATION FOUNDATION, 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: October 28, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLE OF INCORPORATION

of

The Apollo Education Foundation, Inc.

a Non-Profit Corporation

Oct 28 10 28 AM '92
SECRETARY OF STATE

The undersigned incorporators, in order to form a corporation under the Corporation Laws of the State of Idaho, adopt the following Articles of Incorporation:

ARTICLE 1. The name of this corporation is The Apollo Education Foundation, Inc.

ARTICLE 2. This corporation is a non-profit corporation organized for the public benefit and is not intended for the private gain of any person.

ARTICLE 3. This corporation will be of perpetual duration.

ARTICLE 4. The purposes for which this corporation is organized are:

(a.) To conduct research into educational reform and to implement those methods deemed most useful to improving education and fostering a learning ethic in the society.

(b.) This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to, and receiving of distributions from, organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 5. All internal affairs of this corporation, not otherwise specified in these Articles of Incorporation, will be governed by the Bylaws of The Apollo Education Foundation, Inc., as agreed upon by the board of directors at the initial meeting, and will be consistent with the laws of the State of Idaho and the provisions of Section 501(c)(3) of the Internal Revenue Code of the United States of America.

ARTICLE 6. Additional Provisions

(a.) The property of this corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer thereof or to the benefit of any private person. Upon the dissolution of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

(b.) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall

not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(c.) No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that this 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 these Articles.

(d.) Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE 7. The initial registered office of this corporation will be located at:

The Apollo Education Foundation, Inc.
1309 N. 25th Street
Boise, ID 83702

and the initial registered agent will be Sean Cross, at the same address.

ARTICLE 8. The number of initial directors of this corporation shall be five and the names and addresses of the initial directors are as follows:

Clay Morgan
2056 Payette Drive
McCall, ID 83638

Martin Gabica
3002 N. Mountain
Boise, ID 83706

Rodney Dow
3058 Easton Avenue
Boise, ID 83706

Sean Cross
1309 N. 25th
Boise, ID 83702


Dean Hovdey
1401 Stone Lane
McCall, ID 83638

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the forgoing Articles of Incorporation are true.

Rodney L. Dow
3058 Easton Ave.
Boise, ID 83638

Signed

Dated


Oct 27, 1992

Sean Cross
1309 N. 25th
Boise, ID 83702

Signed

Dated



10-27-92