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**ARTICLES OF INCORPORATION
OF**

SECRETARY OF STATE
STATE OF IDAHO
POST FALLS CHRISTIAN ACADEMY, INC.

The undersigned, acting as the incorporators of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is Post Falls Christian 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. INITIAL REGISTERED OFFICE AND AGENT.

The Location of this Corporation is in the City of Post Falls, County of Kootenai, State of Idaho. The address of the initial registered office is 4525 E. Mossberg Circle, Post Falls, Idaho 83854, and the name of the initial registered agent at this address is Jerry C. Rodgers.

ARTICLE V. PURPOSES.

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

Delivery of educational services.

Pursuant to Idaho Code § 30-3-24, the Corporation shall have all of the general powers, that are enumerated therein.

A Corporation shall exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to acquire

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donations of money, property, whether real or personal, or any other thing 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.

The Corporation is also authorized to do the transaction of any lawful activity.

ARTICLE VI. LIMITATIONS.

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 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 provision 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.

ARTICLE VII. MEMBERS

The Corporation shall not have members, as set forth in Idaho Code § 30-3-36.

ARTICLE VIII. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than five (5) individuals, each of whom, at all times, shall be a member of the Corporation. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the directors constituting the initial Board of Directors, who are designated in these Articles,

the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Jerry C. Rodgers	4525 E. Mossberg Circle Post Falls, ID. 83854
Janet A. Rodgers	4525 E. Mossberg Circle Post Falls, ID 83854
Jerry C. Rodgers, Jr.	1623 Riverside Harbor Dr. Post Falls, ID 83854

The initial Officers of the Corporation shall be:

Jerry C. Rodgers/President	4525 E. Mossberg Circle Post Falls, ID. 83854
Janet Rodgers/Vice-President/Treasurer	4525 E. Mossberg Circle Post Falls, ID 83854
Jerry C. Rodgers, Jr./Secretary	1623 Riverside Harbor Dr. Post Falls, ID 83854

ARTICLE

IX. DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the board of Directors shall determine. Any such assets not so

distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE X. INCORPORATOR

The name and address of the incorporators are:

<u>Name</u>	<u>Address</u>
Jerry C. Rodgers	4525 E. Mossberg Circle Post Falls, ID. 83854
Janet A. Rodgers	4525 E. Mossberg Circle Post Falls, ID 83854

ARTICLE XI. BYLAWS.

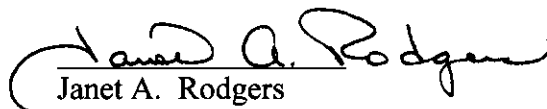
Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

Dated this 27th day of June, 2002.

INCORPORATORS:


Jerry C. Rodgers

4525 E. Mossberg Circle
Post Falls, Idaho 54


Janet A. Rodgers

4525 E. Mossberg Circle
Post Falls, Idaho 83854