

FILED EFFECTIVE

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# ARTICLES OF INCORPORATION (Non-Profit)

(Instructions on back of application)

The undersigned, in order to form a Non-Profit Corporation under the provisions of Title 30, Chapter 3, Idaho Code, submits the following articles of Incorporation to the Secretary of State.

STATE OF IDAHO  
SECRETARY OF STATE  
JAN 15 2004 11:09 AM

Article 1: The name of the corporation shall be:

Northwest Association of Accredited Schools, Inc.

Article 2: The purpose for which the corporation is organized is:

Accreditation of Schools (See attached Articles of Incorporation)

Article 3: The street address of the registered office is: 1123 Lincoln Avenue Boise, ID 83725-1060

and the registered agent at such address is: David G. Steadman Ed.D.

Article 4: The board of directors shall consist of no fewer than three (3) people. The names and addresses of the initial directors are:

Wayne Haesel, President P O Box 69 Union, WA 98592

David G. Steadman, Executive Director 1910 University Ave., Boise, ID 83725-1060

Leonard Paul, Associate Director 5240 Goldfield Street, North Las Vegas, NV 89031

Article 5: The name(s) and address(es) of the incorporator(s):

David G Steadman, 1910 University Ave, Boise, ID 83725-1060

Leonard Paul, 5240 Goldfield Street, North Las Vegas, NV 89031

Article 6: The mailing address of the corporation shall be:

1910 University Dr., Boise, ID 83725-1060

Article 7: The corporation (  does  does not ) have voting members.

Article 8: Upon dissolution the assets shall be distributed:

by the Board of Trustees (See attached article IX)

Signatures of all incorporators:

David G. Steadman

Typed Name

Leonard Paul

Typed Name

Typed Name

Typed Name

Typed Name

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

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File Name: 01/12/2004

Web Form

IDAHO SECRETARY OF STATE

02/02/2004 05:00

CK: 7237 CT: 176172 BH: 724876

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**The Northwest Association of Accredited Schools  
Articles of Incorporation**

*ARTICLE I*

ASSOCIATE  
STATE OF IDAHO

The name of this corporation shall be "*The Northwest Association of Accredited Schools*" sometimes hereinafter referred to as the Association.

*ARTICLE II*

The duration of the corporation shall be perpetual.

*ARTICLE III*

The purposes for which the corporation is formed are:

1. The purposes of the corporation shall be exclusively educational: to advance the cause of education in the schools of the northwest (i.e., within the states of Alaska, Idaho, Montana, Nevada, Oregon, Utah, Washington, and other geographical areas designated from time to time) by taking over and carrying on, in corporate form, the existing organization, activities, purposes, assets, and liabilities of the Northwest Association of Schools and of Colleges and Universities, an unincorporated association, as presently constituted.
2. To develop educational policies and activities that will extend and improve educational opportunities and service.
3. To develop criteria of evaluation that shall continually stimulate, evaluate, and accredit vital educational effort.
4. To promote cooperative relationships among schools in order to attain these ends.
5. To do all things convenient, necessary, and proper to accomplish its purposes, as set forth in this Article.

*ARTICLE IV*

The corporation is one that does not contemplate pecuniary gain or profit to the members thereof, and is organized for nonprofit purposes; and no part of any net earnings thereof shall inure to the benefit of any member or other individual.

*ARTICLE V*

The principal place of business will be 1910 University Drive, Boise, Idaho 83725.

*ARTICLE VI*

The management of the corporation will be vested in a Board of Trustees; the number of trustees shall be not less than five (5) and the number, qualifications, term of office, manner of election, time and place of meetings, and powers and duties of Trustees shall be as prescribed by the Bylaws of the corporation.

*ARTICLE VII*

The authority to make Bylaws for the corporation is hereby vested in the members.

*ARTICLE VIII*

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the members of the corporation herein are granted subject to this reservation.

*ARTICLE IX*

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, and scientific purposes, as shall, at the time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes. In no event, upon dissolution of the corporation, shall any of the assets thereof be distributed to its members.

*ARTICLE X*

Notwithstanding any other provision of these Articles, this corporation shall have the power to receive by purchase, gift, devise, bequest, or otherwise, either from its members or others, real or personal property of any nature; to hold, use, improve, operate, manage, lease, sell, convey, pledge, mortgage, invest, or dispose of any such property; to borrow money for the improvement of any such property; and to mortgage any such property to secure any such debts so incurred. All net income from any such property and all the proceeds from any such disposition thereof, and all net earnings and income from the corporation shall be used exclusively for the promotion of its educational purposes. The corporation may do and perform, generally and everywhere, any and all acts reasonably incidental to its purposes herein set forth. No part of the property, net earnings, or net income of this corporation shall ever inure to the benefit of or be distributable to its members, trustees, officers, or other private parties, 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 herein above. 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 provision in these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on:

1. By a corporation exempt for federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as the same is or may hereafter be amended, or
2. By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as the same now is or may hereafter be amended.

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