

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE TETON VALLEY CHARTER SCHOOL, INC.**

RECORDED
DEC 12:44
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The name is to be changed to:

**ARTICLES OF INCORPORATION
OF
THE TETON VALLEY COMMUNITY SCHOOL, INC.**

An Idaho Domestic Non-Profit Corporation

Pursuant to the authority of the provisions of Title 30, Chapter 10 of the Idaho code entitled "Idaho Nonprofit Corporation Act" (the "Act"), the undersigned, being a natural person of full age and a citizen of the United States of America, does hereby certify, for the purposes of forming a non-profit corporation, the following:

ARTICLE I

Name

The name of the non-profit corporation is the Teton Valley Community School, Inc.
(the "School")

ARTICLE II

Period of Duration

The period of duration of the corporation is perpetual.

ARTICLE III

Purpose

A. The Corporation is organized to own, operate and maintain an educational institution dedicated to enabling students to achieve their highest academic potential.

B. The Corporation is formed under the Idaho Nonprofit Corporation Act exclusively for educational and charitable purposes and as set forth in Section 501 (c) (3) of the Internal Revenue Code.

IDAHO SECRETARY OF STATE
12/10/2002 05:00
CK: 305 CT: 165435 BH: 650402
1 @ 30.00 = 30.00 NON PROF A # 2
1 @ 20.00 = 20.00 NON EXPIDI # 3

C 127869

ARTICLE IV

Registered Agent

The name and address of the registered agent is **Marjorie E. Edwards, P.O. Box 699 Driggs, ID, 83422/ 200 South 475 West, Driggs, ID 83422.**

ARTICLE V

Organization and Control

Members. The corporation shall not have any members, pursuant to Idaho Code §30-3-36.

Bylaws. Provision for the regulation of the internal affairs of the corporation shall be set forth in the Bylaws.

Board of Directors. The business, activities and affairs of the corporation shall be administered and enforced by a Board of Directors ("Directors"). The powers of the Board of Directors shall include without limitation, all those powers as granted under the laws of the State of Idaho. The Directors shall serve without compensation. Listed below are the names and addresses of the three initial members of the Board of Directors of the corporation. These initial Directors shall serve until the first organizational meeting of the corporation or until their respective successors are duly elected or appointed and qualified or, if earlier, until their death, resignation or removal.

Marjorie E. Edwards
P.O. Box 699
200 South 475 West
Driggs, ID 83422

Jeanne Marie Callahan
P.O. Box 513
Driggs, ID 83422

Lisa Johnson
P.O. Box 542
Victor, ID 83455

ARTICLE VI

The Incorporator

The name and address of the incorporator is:

Marjorie E. Edwards
P.O. Box 699
200 S. 475 W.
Driggs, ID 83422

ARTICLE VII

The Address

The address of the corporation shall be:

Physical Address:
109 East Old Jackson Highway
Victor, ID 83455

Mailing Address:
P.O. Box 263
Driggs, ID 83422

ARTICLE VIII

Dissolution

The corporation may be dissolved upon the written consent or a vote of a majority of the Board of Directors at any annual, regular or special meeting duly called and held as required by the Bylaws and the laws of the State of Idaho. In the event of dissolution of the corporation or the completion of its affairs, or other liquidation of its assets, the corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the corporation's debts shall be distributed for one or more exempt purposes, other than religious purposes, within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the state or local government, for a public purpose.

ARTICLE IX

Stock

The corporation is organized on a non-stock basis, and shall have no authority to issue shares of capital stock.

ARTICLE X

Compliance with Section 501 (c) (3) of the Internal Revenue Code

The corporation is organized exclusively for charitable purposes as defined by section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 III.

No 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 or in opposition to 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 (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

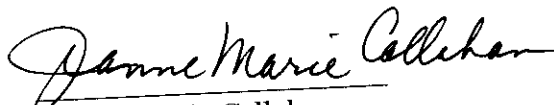
Non-Discrimination. Teton Valley Community School shall be non-religious and shall accept students and hire staff without discrimination as to race, color, religion, national origin, sex, marital status, sexual orientation, handicap status or age and shall comply with all applicable laws and regulations relating thereto.


ARTICLE XI

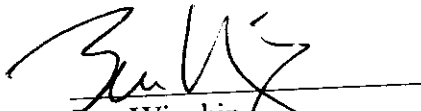
Amendments

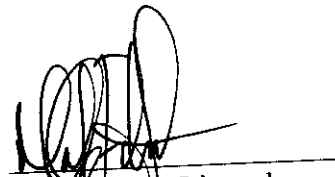
These Articles of Incorporation may be amended by the express written consent by a majority of Directors present at the meetings of the Directors duly called and held in accordance with the bylaws.

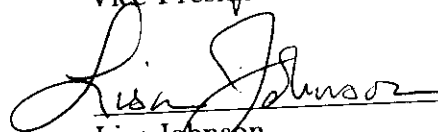
Dated this 15th day of November, 2002.


Jeanne Marie Callahan
President


August Grigsby
Secretary


Ben Winship


Marjorie E. Edwards
Vice-President


Lisa Johnson
Treasurer


Travis Caulkins