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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
EDUCATION FOR ALL, INC.**

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

**ARTICLE I
NAME OF THE CORPORATION**

The name of the Corporation is, "Education For All, Inc."

**ARTICLE II
STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III
PERIOD OF DURATION**

The Corporation's period of duration is perpetual.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The location of the Corporation is in the city of Boise, county of Ada, and in the state of Idaho. The address of the initial registered office is 1010 W Jefferson St #201, Boise, ID 83702, and the name of the initial registered agent at this address is Blake Youde.

**ARTICLE V
PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable, scientific, literary, and/or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as has been and may be amended or supplemented from time to time (the "IRC"), including, without limitation:

A. To learn more about the needs of students throughout Idaho and disseminate that information to citizens around the state.

B. To raise awareness among Idahoans about Idaho's independent schools and the options such schools may provide for families.

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C. To have and exercise all rights and powers conferred on nonprofit corporations under the laws of Idaho and not contravened by federal tax code, including but not limited to accepting donations of money, real or personal property, 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 therefor, may not at that time lawfully carry on or do.

ARTICLE VI LIMITATIONS

6.1 Maintaining Exempt Organization Purpose. Notwithstanding any other provision of these Articles, all of the purposes and powers of the Corporation shall be exercised exclusively in such manner that the Corporation shall qualify as an exempt organization under IRC Section 501(c)(3), and that contributions to the Corporation shall be deductible under IRC Section 170(c)(2) or any successor provision.

6.2 Stock and Profit Restrictions. The Corporation shall not have or issue shares of stock. The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure in whole or in part to the benefit of, or be distributable to, its directors, any officer, or other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred on its behalf, and to make payments and distributions in furtherance of the purposes stated in Article V and consistent with the limitations provided in these Articles.

6.3 Lobbying and Political Campaign Restrictions. No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, except to the extent that an organization exempt from federal income tax under IRC Section 501(c)(3) can engage in such activities without incurring any penalties, excise taxes or losing its status as an organization exempt from federal income tax under IRC Section 501(c)(3). The Corporation shall not, directly or indirectly, participate in or intervene in (including by the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have objectives or engage in activities that characterize it as an "action" organization within the meaning of the IRC.

6.4 Self-Dealing Prohibitions and Other Restrictions. Notwithstanding any other provision of these Articles to the contrary, during any period in which the Corporation is a "private foundation" within the meaning of IRC Section 509, the Corporation shall: (i) make distributions of its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under IRC Section 4942; and (ii) be prohibited from (a) engaging in any act of self-dealing as defined in IRC Section 4941(d), (b) retaining any excess business holding as defined in IRC Section 4943(c), (c) making any investments that would subject the Corporation to tax under IRC Section 4944, and (d) making any taxable expenditure as defined in IRC Section 4945(d).

6.5 Authority to Act and Permitted Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, by these Articles, or by the Corporation's Bylaws ("Bylaws"), the Corporation shall have the authority to (i) engage in any and all such activities as are incidental or conducive to the attainment of the purposes of the Corporation set forth in Article V, and (ii) exercise any and all powers authorized or permitted under any laws that are now, or hereafter may be, applicable or available to the Corporation.

ARTICLE VII NO MEMBERS

The Corporation shall not have any members.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which number shall be no less than three. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation 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:

Christian Welp	1501 S Federal Way, Boise, ID 83705
Sarah Quilici	1501 S Federal Way, Boise, ID 83705
Terry Ryan	1010 W Jefferson St #201, Boise, ID 83702
Emily McClure	5538 S. Zonetailed Way Boise, ID 83716
Tom Greene	3320 Kentfield Drive Sacramento, CA 95821

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 remaining assets of the Corporation consistent with the Act and purposes of the Corporation to any other organization or organizations selected by the Board of Directors and recognized as exempt under IRC Section 501(c)(3). 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 the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE X

**ARTICLE X
INCORPORATOR**

The name and street address of the incorporator is: Sarah Quilici, 1501 S Federal Way, Boise, ID 83705.

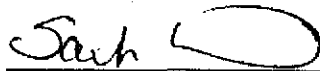
**ARTICLE XI
INDEMNIFICATION**

The Corporation shall, to the maximum extent allowed by law, indemnify those persons who: (a) are serving or have served as directors, officers, employees, committee or subcommittee members, or agents of the Corporation, or (b) are serving or have served at the request of the Corporation as a director, officer, employee, committee or subcommittee member, agent, manager, or partner of another corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other enterprise, whether for profit or nonprofit, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding.

**ARTICLE XII
BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 11 day of December, 2017.



Sarah Quilici, Incorporator

IDAHO SECRETARY OF STATE

12/13/2017 05:00

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