

FILED EFFECTIVE

2006 JUL -7 PH 1:56

ARTICLES OF INCORPORATION

OF

NORTH VALLEY ACADEMY, INC.

SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS, that the undersigned incorporators being of the age of twenty-one (21) years or more, desiring to organize a corporation under the laws of the State of Idaho, do hereby make, sign and verify these Articles of Incorporation.

ARTICLE I

The name of the corporation shall be **NORTH VALLEY ACADEMY, INC.**, an Idaho Nonprofit Corporation, hereinafter the "Corporation."

ARTICLE II

The Corporation shall not have members and shall exist perpetually, or until dissolved according to law.

ARTICLE III

The Corporation shall be a nonprofit corporation, created and existing under the Idaho Nonprofit Corporate Act, Idaho Code ' 30-3-1, et seq. The Corporation shall have all powers lawful and necessary to direct, operate, and maintain a nonprofit, public charter school within the State of Idaho and to deal generally therein. The Corporation is organized and shall be operated solely and exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1969 (or the

IDAHO SECRETARY OF STATE (W)
07/07/2006 05:00
CK: 979 CT: 155656 DH: 963882
1 @ 30.00 = 30.00 INC NONP # 2

C16 7790

corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

The business of the Corporation shall be conducted for the benefit of students, faculty, administration and patrons of the Corporation. The Corporation shall not issue certificates of stock and no dividends or pecuniary profits shall be declared or paid, nor shall any part of the net earnings of the corporation inure to the benefit of, or be distributable to its incorporators, 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 III hereof.

ARTICLE V

The Corporation shall not endorse candidates for public office, distribute or publish statements for or against candidates, raise funds for or donate to candidates, or become involved in any activity on behalf of or in opposition to any candidate. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. However, the Corporation may, as a part of its educational activities, sponsor debates or forums to educate students and/or voters, so long as the debate or forum evidences no preference for or against a certain candidate or political position.

ARTICLE VI

The provisions for the regulation of internal affairs of the Corporation shall be set forth within the Bylaws and the Charter.

ARTICLE VII

The address of the initial registered office of the Corporation shall be 2190 East 1850 South, Gooding, Idaho, 83330. The name of the initial registered agent at such address shall be **DANIELLE LOFGRAN**.

ARTICLE VIII

The number of directors which shall constitute the Board of Directors of the Corporation shall be fixed by the Bylaws, but in any event shall not be less than three (3) nor more than seven (7). The number of directors constituting the initial Board of Directors of the Corporation shall be three (3) and the names and addresses of the persons who shall serve as directors until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Danielle Lofgran	2190 East 1850 South, Gooding, Idaho 83330
Debra Infanger	1800 East 1821 South, Gooding, Idaho 83330
Fineas Hughbanks	1925 South 2000 East, Gooding, Idaho 83330

ARTICLE IX

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Danielle Lofgran	2190 East 1850 South, Gooding, Idaho 83330
Debra Infanger	1800 East 1821 South, Gooding, Idaho 83330
Gayle DeSmet	2006 East 1850 South, Gooding, Idaho 83330

ARTICLE X

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, but only upon the majority vote of all Directors.

ARTICLE XI

Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, pursuant to Sections 30-3-114 and 30-3-115 of Idaho Code, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, and/or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. If no such suitable organization is found or if the Directors then serving cannot agree on a distribution, the remaining assets shall be distributed to the Gooding School District #231, as organized under the laws of the State of Idaho, for exempt, public educational purposes. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 public charitable or educational purposes.

DATED this 30th day of June, 2006.


DANIELLE LOFGRAN


DEBRA INFANGER


GAYLE DESMET

"Incorporators"

STATE OF IDAHO)
County of Booming)
ss:

On this 30th day of June, 2006, before me, the undersigned, a Notary Public in and for said County and State, personally appeared DANIELLE LOFGRAN, known to me to be the person whose name is subscribed to the within and foregoing instrument, and who acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, the day and year in this certificate first above written.

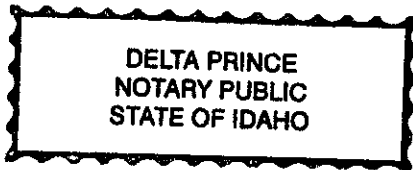


[Signature]
NOTARY PUBLIC for Idaho
Residing at Booming, Idaho
Commission Expires: 9-13-2010

STATE OF IDAHO)
County of Booming)
ss:

On this 30th day of June, 2006, before me, the undersigned, a Notary Public in and for said County and State, personally appeared DEBRA INFANGER, known to me to be the person whose name is subscribed to the within and foregoing instrument, and who acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, the day and year in this certificate first above written.



[Signature]
NOTARY PUBLIC for Idaho
Residing at Booming, Idaho
Commission Expires: 9-13-2010

