

State of Idaho

Department of State

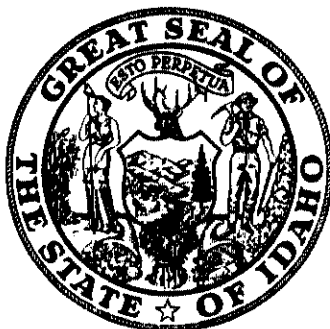
CERTIFICATE OF INCORPORATION OF

EAGLE'S NEST ADULT LEARNING CENTERS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of EAGLE'S NEST ADULT LEARNING CENTERS, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: June 3, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Valerie Taylor*

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ARTICLES OF INCORPORATION

EAGLE'S NEST ADULT LEARNING CENTERS, INC.

The undersigned, acting as the incorporator 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 Eagle's Nest Adult Learning Centers, 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 Boise, County of Ada, State of Idaho. The address of the initial registered office is 1476 E. Pineridge Drive, and the name of the initial registered agent at this address is Neil S. Phelps.

ARTICLE V. PURPOSES.

The purposes for which the Corporation is organized are as follows:

A. The Corporation will continue the redemptive work of Christ in the power of the Spirit through holy living, evangelism, discipleship, and service.

B. Further, with a focus on a specific service, the Corporation will identify and meet needs in the areas of adult employment and learning. Such activities may include but need not be limited to:

- Adult Basic Education
- High school completion
- GED completion
- College completion
- Educational advocacy
- Career planning
- Spiritual development
- Personal development

The Corporation will assist participants in the identification and utilization of existing resources both public and private. In addition, the Corporation may develop and deliver educational programs appropriate to identified needs.

C. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

D. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept 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 therefor, may not at that time lawfully carry on or do.

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 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 have members. The manner of election or appointment, and the qualifications and rights of the members shall be set forth in the bylaws of the Corporation.

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 nine (9) 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>
Lonnie Clarkson	4320 Chinden Blvd., Boise, ID 83642
Larry Cupp	P.O.Box 578, Eagle, ID 83616
Marlin Ethridge	1085 Allumbaugh #212, Boise, ID 83704
David B. Fulmer	22 Mesa Vista Drive, Boise, ID 83705
Steve Hiatt	1022 W. State St., Eagle, ID 83616
Carolee Kelly	10260 Claudia, Boise, ID 83703
Neil S. Phelps	1476 E. Pineridge Drive, Boise, ID 83705

ARTICLE IX. MEMBERSHIP DUES.

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts of proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE X. 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 XI. INCORPORATOR.

The name and street address of the incorporator is Neil S. Phelps, 1476 E. Pineridge Drive, Boise, Idaho 83705.

ARTICLE XII. BYLAWS.

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

DATED this 1st day of June, 1993.


Neil S. Phelps, Ed.M.

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