



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

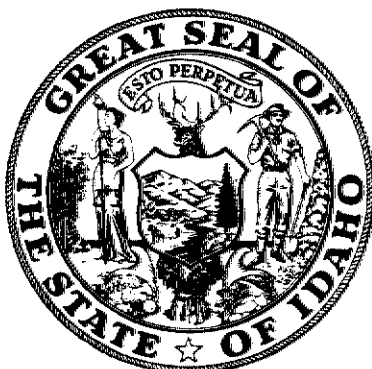
SNOW VALLEY ACADEMY, INC.

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 _____
SNOW VALLEY ACADEMY, 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 May 29, 19 86.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

RECEIVED ARTICLES OF INCORPORATION
SEC. OF STATE OF

RECEIVED
SEC. OF STATE

86 MAY 29 AM 8:48 SNOW VALLEY ACADEMY, INC.

86 APR 17 AM 8 48

The undersigned, for the purpose of forming a non-profit corporation, pursuant to the applicable laws of the State of Idaho relating to such associations, hereby certifies and states:

I.

NAME AND LOCATION

The name of the corporation is and shall be SNOW VALLEY ACADEMY, INC., hereinafter referred to as the "Corporation", located at Route 5, Box 74, Priest River, Idaho 83856.

II.

NON-PROFIT STATUS

The Corporation is and shall be a non-profit corporation, and is formed pursuant to, and in accordance with Idaho Code 30-301, et seq., known as the "Idaho Non-Profit Corporation Act".

III.

DURATION

Subject to dissolution in the manner provided by Idaho law regarding general business corporations, the life of this Corporation shall be perpetual.

IV.

PURPOSE

The exclusive purpose for which this corporation is formed is to promote educational programs through the formation and operation of an Academy and other related educational programs. In order to further these purposes, this Corporation shall be empowered to:

- (a) Exercise all the powers and privileges, and perform all the duties and obligations of the Corporation;
- (b) Fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Bylaws, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;
- (c) In general, to carry on any other business in connection with the foregoing, and to have and exercise all of the

powers conferred by the law of Idaho upon corporations, as qualified and limited by Idaho Code 30-301, et. seq.

- (d) The foregoing clauses shall be construed as objects, purposes and powers; and it is hereby expressly provided that any enumeration of specific powers shall not limit or restrict in any manner the powers of this Corporation.

V.

TAX EXEMPT STATUS

It is the Corporation's intent to operate in a tax exempt charitable status, and therefore:

- (a) The Corporation is organized exclusively for, and will be operated exclusively for the purpose described above.
- (b) No part of its net earnings will inure to the benefit of private shareholders or individuals.
- (c) It will not attempt to influence legislation or participate to any extent in a political campaign for or against any candidate for public office.
- (d) The Corporation will not be organized or operated for the benefit of private interests, such as the creator or the creator's family, shareholders of the Corporation, other designated individuals, or persons controlled, directly, or indirectly, by such private interests.
- (e) The Corporation will distribute its income for each tax year at such time and in such manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding section of any future federal tax code.
- (f) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- (g) The Corporation will not retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- (h) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding section of any future federal tax code.
- (i) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

- (j) The Corporation shall exercise only such powers as are in furtherance of its exempt purpose.
- (k) In the event of dissolution of this Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business property, and assets of the Corporation shall go and be distributed to such nonprofit charitable corporation, municipal corporation, or corporations, as may be selected by the board of directors of this Corporation so that the business properties and assets of this Corporation shall then be used for, and devoted to, the purposes of carrying on a nonprofit charitable education program. In no way shall any of the assets or property of this Corporation, or the proceeds of any of the assets or property, in the event of dissolution, go or be distributed to members, either for the reimbursement of any sums subscribed, donated, or contributed by such members, or for any other such purpose, it being the intent in the event of the dissolution of this Corporation, or upon its ceasing to carry out the object and purposes herein set forth, that the property and assets then owned by the Corporation shall be devoted to the following charitable purpose:
Education.
- (l) This Corporation is organized exclusively for religious, charitable, scientific, literary, or education purposes within the meaning of section 501(c) (3) of the Internal Revenue Code.
- (m) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code.
- (n) Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which has established its tax exempt status under section 501(c) (3) of the Internal Revenue Code.
- (o) This organization is not organized for profit, and no part of the net earnings shall inure to the benefit of any private shareholder.

VI. DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors of the Corporation shall be not less than one (1) or more than six (6). The number of Directors may be

expanded beyond six (6) directors by amendment of the Bylaws of the Corporation. Said Directors shall serve for a term of one (1) year and until their respective successors are elected, or until resignation or removal as specified in the By-laws.

That the initial Board of Directors shall be as follows:

John Mason	President/Director
Bear Paw Road	
Route 5, Box HH	
Priest River, Idaho 83856	

Susan Madsen	Vice President/Director
Bear Paw Road	
Route 5, Box HH	
Priest River, Idaho 83856	

Marnie Mason	Director
Bear Paw Road	
Route 5, Box HH	
Priest River, Idaho 83856	

Peter Madsen	Director
Bear Paw Road	
Route 5, Box HH	
Priest River, Idaho 83856	

Frank Honorof	Director
Post Office Box 459	
Priest River, Idaho 83856	

Carol Honorof	Director
Post Office Box 459	
Priest River, Idaho 83856	

VII. ELECTION OF DIRECTORS

The existing Directors shall elect successor Directors as well as fill vancancies on the Board of Directors.

VIII. REGISTERED AGENT AND OFFICE

The initial registered address of the Corporation shall be 421 Coeur d'Alene Avenue, Coeur d'Alene, Idaho 83814. The registered agent at that address is R. Joseph Eisele.

IX.
INCORPORATOR

The incorporator of this corporation is R. Joseph Eisele, whose address is Post Office Box 544, Coeur d'Alene, Idaho 83814.

X.
MEMBERSHIP/VOTING

There shall be two (2) classes of membership (A) and (B). Class (A) members shall be entitled to vote one hundred (100) votes per Class (A) membership. Class (B) members shall be entitled to vote one (1) vote per Class (B) membership. Class (A) membership shall be limited to members of the Board of Directors. Class (B) membership shall be limited to parents of students attending SNOW VALLEY ACADEMY, INC.

XI.
VOTING

An act to be binding on either the Board of Directors or on the Corporation requires the affirmative vote of seventy-five (75%) percent or more of the Directors or seventy-five (75%) percent or more of the total membership votes outstanding.


These foregoing Articles of Incorporation are dated and executed in duplicate originals this 30th day of April, 1986.


R. JOSEPH EISELE

STATE OF IDAHO)
 ss.
County of Kootenai)

I, CAROL MORRIS, a Notary Public in and for the State of Idaho, hereby certify that on the 30th day of April, 1986, personally appeared R. JOSEPH EISELE, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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



Notary Public for Idaho
Residing at Coeur d'Alene
My Commission Expires: 4/1/87