



CERTIFICATE OF INCORPORATION  
OF

THE MONTESSORI PLACE, 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 the above named corporation, duly signed pursuant to the provisions of the Idaho Business 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 29, 1989



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION

of

The Montessori Place, Inc.

A CLOSE CORPORATION

FIRST. The name of this corporation is The Montessori Place, Inc.

SECOND. Its Initial Registered Agent is:

Barbara A. Turner

11625 Pinehurst St.

Idaho Falls, ID 83404

Its registered office in the State of Idaho is to be located at 11625 Pinehurst, City of Idaho Falls, County of Bonneville.

THIRD. The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the Idaho Code and are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

This is a perpetual, non-membership corporation. Said corporation is organized exclusively for educational purposes.

FOURTH. The amount of total authorized capital stock of the corporation is divided into one thousand (1000) shares of Class B, non-voting stock of par value one dollar (\$1.00).

FIFTH. The name and mailing address of the incorporator is as follows:

Jill G. Schurman  
2648 S. Higbee Ave.  
Idaho Falls, ID 83404

SIXTH. The powers of the incorporator are to terminate upon filing

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of the certificate of incorporation, and the name(s) and mailing address(es) of persons who are to serve as director(s) until the first annual meeting of stockholders or until their successors are elected and qualify are as follows:

Jill G. Schurman, 2648 S. Higbee Ave., Idaho Falls, ID 83404

Barbara Turner, 11625 Pinehurst St., Idaho Falls, ID 83404

Donald L. Schurman, PhD, 2648 S. Higbee Ave., Idaho Falls, ID 83404

Bruce Turner, 11625 Pinehurst St., Idaho Falls, ID 83404

SEVENTH. All of the corporations issued stock, exclusive of treasury shares, shall be held of record by not more than ten (10) persons.

EIGHTH. All of the issued stock of all classes shall be subject to the following restriction permitted by the Idaho Code.

Each stockholder shall offer to the Corporation or to other stockholders of the corporation a thirty (30) day "first refusal" option to purchase his stock should he elect to sell his stock.

NINTH. The corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Security Act of 1933, as it may be amended from time to time.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Idaho do make, file and record this certificate, and do certify that the facts herein stated are true; and I have accordingly hereunto set my hand.

DATED AT:

*June 28, 1989*

SIGNED:

*Jill G. Schurman*