

**FILED EFFECTIVE**

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SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF  
GOES OF IDAHO, INC.**

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I.**

The name of the corporation is GOES of Idaho, Inc.

**ARTICLE II.**

The period of its duration shall be perpetual.

**ARTICLE III**

The corporation is organized and shall be operated exclusively for charitable, scientific, literary or educational purposes within the meaning of and pursuant to section 501(c) (3) of the Internal Revenue Code of 1986 (or under the corresponding provision of any future United States Internal Revenue law), including for such purposes, but not limited to, providing K-12 and adult education, virtual learning instruction, social and micro-enterprise development programs to the general public. References in these Articles of Incorporation to the "Code" shall be to the Internal Revenue Code of 1986, as amended from time to time.

IDAHO SECRETARY OF STATE  
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#### ARTICLE IV.

A. No part of the income or net earnings of the corporation shall inure to the benefit of, or be distributable to, any director or officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the corporation by any officer, director, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors); and provided further that no director or officer of the corporation, or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided in section 501(h) of the Code. The corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

B. No part of the assets of the corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

C. Upon dissolution of the corporation, all of its assets shall be paid over or transferred to one or more exempt organizations of the kind described in section 501(c)(3) of the code.

D. Notwithstanding any other provision hereof, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax exempt under the provisions of section 501(c)(3) of the Code.

E. Notwithstanding any other provision of these Articles during any period that the corporation is a "private foundation" within the meaning of section 509 of the Code, the corporation shall be required to distribute its income for each taxable year of the corporation at such time and in such manner as not to subject the corporation to tax under section 4942 of the Code; and the corporation shall be prohibited from engaging in any act of self-dealing as defined in section 4941(d) of the Code, from retaining any excess business holdings in violation of the provisions of section 4943(c) of the Code, from making any investments in such manner as to subject the corporation to tax under section 4944 of the Code, and from making any taxable expenditures as defined in section 4945(d) of the Code.

#### **ARTICLE V.**

The corporation shall have no voting members and all business affairs of the corporation shall be conducted by its Board of Directors.

#### **ARTICLE VI.**

The address of the registered office of the corporation is 2906 W. Torana dr Meridian, ID  
83646

The registered agent is Vladimir Lukomsky

#### ARTICLE VII.

The number of directors constituting the initial Board of Directors of the corporation is five (5). A majority of the members of the Board of Directors shall be appointed by Global Outreach Education Services Inc., an Idaho non-profit corporation. The names of the persons who are to serve as the initial directors are:

- |  |                                      |   |
|--|--------------------------------------|---|
| a. Mr. Sergey Soroka (Chair)             | 2906 W Torano Dr., Meridian ID 83646 |   |
| b. Mrs. Yuliya Hall (Vice Chair)         | "                                    | " |
| c. Mr. Aleksandr Biskupets (Secretary)   | "                                    | " |
| d. Mr. Vladimir Lukomsky (Treasurer)     | "                                    | " |
| e. Mr. Pavel Struk (Business Consultant) | "                                    | " |

#### ARTICLE VIII.

The name and address of the incorporator is: Vladimir Lukomsky

2906 W. Torana dr.

Meridian, ID 83646

Date: August 22, 2008.

Vladimir Lukomsky

*Vladimir Lukomsky*  
Incorporator