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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
HARBOR EDUCATIONAL INSTITUTE, INC.**

The undersigned, acting as incorporators of a Corporation under the Idaho Nonprofit Corporation Act of the State of Idaho, does hereby adopt the following Articles of Incorporation:

ARTICLE I.

The name of the corporation is HARBOR EDUCATIONAL INSTITUTE, INC. (hereinafter the "Corporation").

ARTICLE II.

The Corporation is organized and formed as a nonprofit corporation under the laws of the State of Idaho with perpetual duration for the purpose of expanding the use of the Harbor School Method, a proven educational model that produces outstanding results in student academic achievement and positive school culture. The Corporation will provide training, support, certification, research, and funding to further its educational mission, and may transact any lawful activity permitted by a nonprofit corporation.

The Corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to 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 (a) by a Corporation exempt from Federal Tax under Section 501(c)(3) of the Internal Revenue Code or corresponding Section of any future Federal Tax Code, or (b) by a Corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding Section of any future Federal Tax Code.

The Corporation shall not discriminate in offering its services on the basis of race, color, creed, national origin, or ethnic origin. The Corporation shall be authorized to carry on such

supplemental and attendant activities as the Board of Directors may deem appropriate and prudent consistent with the purposes herein stated but not inconsistent with any prohibitions contained herein. In furtherance of these ends, the Corporation may take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, any property, real or personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value, and to sell, convey, or otherwise dispose of any such property, and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation heretofore stated, without limitation, except those limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, and any laws applicable hereto.

The Corporation shall have the power and authority to do any other act or thing incidental or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, trustees, or officers except as may be permitted under the Idaho Nonprofit Corporation Act, and, in furtherance of its corporate powers, the Corporation shall have all of the general powers afforded a Corporation under and pursuant to the provisions of the Idaho Nonprofit Corporation Act.

ARTICLE III.

The street address of the registered office is 6639 North Barney Lane, Meridian, Idaho 83642, and the registered agent at such address is Terry A. Bower.

ARTICLE IV.

The names and addresses of the individuals to serve as the initial directors are:

Terry A. Bower
6639 North Barney Lane
Meridian, Idaho 83642

Dee (Sarton) Bower
6639 North Barney Lane
Meridian, Idaho 83642

Paul R. Powell
13061 North Andy's Gulch Road
Boise, Idaho 83703

Becky Stallcop
2609 Toma Court
Nampa, Idaho 83656

James M. Thompson
4058 North Hackberry Way
Boise, Idaho 83702

ARTICLE V.

The names and addresses of the incorporator is Terry A. Bower, 6639 North Barney Lane, Meridian, Idaho 83642.

ARTICLE VI.

The Corporation shall have no members.

ARTICLE VII.

The corporate powers shall be vested in a Board of Directors consisting of not less than three (3) nor more than seven (7) Directors. The number of Directors and the method of their election shall be set forth in the bylaws.

ARTICLE VIII.

These Articles may be amended only upon the unanimous consent of all Directors.

ARTICLE IX.

The Corporation shall not issue certificates of stock, and no dividends or pecuniary profits shall be declared or paid to the Incorporator and/or Directors thereof.

ARTICLE X.

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 that 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 IX.

It is intended that this Corporation shall have the status of a Corporation that is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code and an organization described in Section 501(c)(3) of the Internal Revenue Code. These Articles shall be so construed, and all powers and activities of the Corporation shall be limited to achieve such qualification and status.

19th IN WITNESS WHEREOF, the Incorporator has set his hand hereunder as of this day of August, 2003.


Terry A. Bower, Incorporator