



**CERTIFICATE OF INCORPORATION
OF**

STK ENTITY, 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 STK ENTITY, 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 April 19, , 19 88 .



SECRETARY OF STATE

Corporation Clerk

APR 13 4 22 PM '88

SECRETARY OF STATE

APR 13 3 44 PM '88

SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF THE
STK ENTITY, INC.

These Articles of Incorporation are signed and acknowledged by the incorporators for the purpose of forming a non-profit, educational, scientific and research corporation under the provisions of Chapter 3, Title 30, Idaho Code as follows:

ARTICLE I
NAME

The name of this corporation is STK ENTITY, INC. This corporation is a non-profit corporation.

ARTICLE II
PURPOSES

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

A. To operate exclusively for educational, scientific and research purposes, including but not limited to the following activities:

1. To research children and adults with minimal attention spans, hyperactivity, introverted, low achievers, or have difficulty in traditional schools. The research will focus on body energy and neurophysiological problems.
2. To educate these children and adults to assist the children in improving their learning abilities.
3. To provide a forum for participation in issues affecting children and adults with above described characteristics.
4. To conduct thorough and scientific studies with the above described children and adults. with the goals of recommending methods of training and interfacing with these children and adults to enable them to develop to their full potential.
5. To educate counselors and health care professionals on issues relating to these children and adults.

B. 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 interest therein, wherever situated, 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 which a corporation formed under Chapter 3, Title 30, Idaho Code or any amendment thereto or substitute for, may not at that time lawfully carry on or do.

ARTICLE III TERM

The term of existence of this corporation shall be perpetual.

ARTICLE IV LOCATION OF REGISTERED OFFICE AND AGENT

The location of this corporation is in the City of Boise, in the County of Ada and in the State of Idaho. The street address of the registered corporation shall be 3108 Redway Road, Boise, Idaho 83704; The name and address of the initial registered agent at this address is Judie McReynolds, 3108 Redway Road, Boise, Idaho 83704.

ARTICLE V ASSETS

Said corporation is organized on a non-stock basis. The amount of assets which said corporation possesses is:

Real property - none; and

Personal property - fifty dollars and no cents (\$50.00).

Said corporation is to be financed under the following general plan: By contributions to it of funds and property absolutely or in trust for its purposes as herein stated and for no other purposes.

ARTICLE VI BOARD OF DIRECTORS

The affairs of this corporation shall be governed by a body chosen from its membership which shall be called the Board of Directors. The Board shall consist of three (3) members, each of which shall be elected by the membership with each each member serving a one-year term. The officers of the corporation shall be chosen by the board, and shall consist of a President, Vice-president, Secretary and Treasurer; and shall serve a term of one year or until their successors are chosen. The Board shall delegate duties or responsibilities to the officers, as set forth in the corporation By-laws. Elections shall be held annually at a time and place to be fixed by the Board of Directors; in the election, the individuals receiving the largest number of votes shall be deemed elected. Only a single vote shall be cast by a member for an individual, and all procedures shall be as set in the By-laws of this corporation.

ARTICLE VII 501(c)(3) STATUS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 in Article Two hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise 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 (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VIII DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the

liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX INCORPORATORS

The name and places of residences, or businesses, of each of the Incorporators are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Judie McReynolds	3108 Redway, Boise, Idaho 83704
Shirley Randolph	4407 Plum St., Boise, Idaho 83703
Mary Brinker	6307 Franklin Rd., Boise, Idaho 83709

ARTICLE X FIRST BOARD

The names and addresses of the first named Board of Directors are as follows and shall hold office until the first election of the directors by the membership:

<u>NAMES</u>	<u>ADDRESSES</u>
Judie McReynolds	3108 Redway, Boise, Idaho 83704
Shirley Randolph	4407 Plum St., Boise, Idaho 83703
Mary Brinker	6307 Franklin Rd., Boise, Idaho 83709

ARTICLE XI
BY-LAWS

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the By-laws.

IN WITNESS WHEREOF, the Incorporators have signed these Articles of Incorporation this 6 day of April, 1987.

Jedie McReynolds
JEDIE McREYNOLDS

Shirley L. Randolph
SHIRLEY RANDOLPH

Mary Brinker
MARY BRINKER