

**FILED/EFFECTIVE**

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STATE OF IDAHO

**ARTICLES OF INCORPORATION**

IDAHO SECRETARY OF STATE  
11/02/2001 05:00  
CK: 1506 CT: 66162 BH: 427720  
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**OF**

**CHRISTIAN SCHOOL FOUNDATION, INC.**

Pursuant to the provisions of Title 30, Chapter 3, Idaho Code, the Idaho Nonprofit Corporation Act (the "Act"), the undersigned, acting as incorporator in order to form a nonprofit corporation for the purposes hereinafter stated, does hereby certify as follows:

**ARTICLE I.**

**Name**

The name of the corporation is: CHRISTIAN SCHOOL FOUNDATION, INC.

**ARTICLE II.**

**Duration**

The period of existence and duration of the corporation shall be perpetual.

**ARTICLE III.**

**Nonprofit**

The corporation is a non profit corporation.

**ARTICLE IV.**

**Corporate Purposes**

The purposes for which this corporation is organized are:

A. To promote the means and the opportunities for the education of children attending Christian schools; to provide facilities which are both adequate in size and function for such schools where the focus is on creating a professional collaborative culture to improve teaching and learning; to solicit, collect, and otherwise raise money for such purposes and to expend, contribute, disburse, and otherwise handle and dispose of the same for such purposes; and to otherwise promote the educational activities and opportunities for students attending schools that are distinctly

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Christian.

B. To transact all lawful business for which corporations may be incorporated under the Act, and the Idaho Business Corporation Act as those provisions are not inconsistent with the provisions of the Idaho Nonprofit Corporation Act.

C. To be duly educational, charitable, and scientific in its purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

D. 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 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 that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

## ARTICLE V.

### Limitations

Notwithstanding any other provisions of these Articles or the Bylaws:

(1) No part of the earnings of this corporation shall inure to the benefit of, nor be distributable to, any trustee, officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation.

(2) No substantial part of the activities of this corporation shall involve the attempt to influence legislation, nor shall this corporation participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(3) The corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (a) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code, or (b) as a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(4) This corporation shall make its benefits, programs, services facilities available without regard to race, creed,

color, religion, sex or national origin.

(5) All income of the corporation for each taxable year (for federal income tax purposes) shall be distributed at such time and in such manner so as not to subject the corporation to federal tax under of the Internal Revenue Code.

(6) The corporation created hereby shall not engage in any act of self-dealing, retain any excess business holding, make any investments in such manner as to subject the corporation to tax, or make any taxable expenditures as said acts are defined the Internal Revenue Code.

#### **ARTICLE VI.**

##### **Registered Office and Registered Agent**

The street address of the initial registered office of the corporation is 10850 West Smoke Ranch Drive, Boise, Idaho 83709, and the name of its initial registered agent at such address is Kenneth R. Hunter.

#### **ARTICLE VII.**

##### **No Membership**

This corporation shall not have members.

#### **ARTICLE VIII.**

##### **Board of Directors**

(1) The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than five (5) nor more than fifteen (15) individuals. The actual number of Directors shall be fixed by the Bylaws of the corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed as provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors, who are also the incorporators herein, are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Kenneth R. Hunter	10850 W. Smoke Ranch Dr. Boise, Idaho 83709

Rod Skyles	1471 North Crestmont Drive Meridian, Idaho 83642
Anne Reeves	2275 Autumn Way Meridian, Idaho 83642
Dennis Mesler	7039 Snohomish Boise, Idaho 83709
Tim Opp	13651 West Elmspring Street Boise, Idaho 83713
Rich Nelson	11626 West Peak View Court Boise, Idaho 83709

(2) The corporation shall indemnify any director, officer, or former director or officer of the corporation against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he/she is made a party by reason of being or having been a director or officer, except in relation to matters as to which he/she is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation; and to make any other indemnification that is authorized by the Bylaws.

## **ARTICLE IX.**

### **Funds and Properties**

All funds and properties received by this corporation shall be used in the first instance, or shall be invested and the income therefrom used, after payment of necessary expenses, for the exclusive objects and purposes set forth in these Articles of Incorporation as deemed advisable by the Board of Directors.

## **ARTICLE X.**

### **Amendment of Articles and Bylaws**

These Articles of Incorporation may be altered, amended or replaced by the Board of Directors at any regular or special meeting, as provided for in the Bylaws of the corporation. The Bylaws of the corporation may be amended at any meeting of the Board of Directors of the corporation, as provided in the Bylaws.

## ARTICLE XI.

### Dissolution

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 of the assets of the corporation consistent with the purpose of the corporation, to any organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, 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 purpose or to such organizations, as such court shall determine to be consistent with the purpose of the corporation.

Dated this 1<sup>st</sup> day of November, 2001.

Kenneth R. Hunter  
KENNETH R. HUNTER, Incorporator