

91022



Department of State

**CERTIFICATE OF INCORPORATION
OF**

VALLEY CHRISTIAN HIGH SCHOOL, 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 _____

VALLEY CHRISTIAN HIGH SCHOOL, 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 December 22, 19 89.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Spala

Corporation Clerk

ARTICLES OF INCORPORATION

OF

VALLEY CHRISTIAN HIGH SCHOOL, INC.

DEC 22 2 39 PM '89

SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the state of Idaho regarding charitable non-profit corporations, do hereby certify as follows:

ARTICLE I.

The name of the corporation shall be "VALLEY CHRISTIAN HIGH SCHOOL, INC."

ARTICLE II.

This corporation is organized as a charitable non-profit corporation under the provisions of Chapter 3 of Title 30, Idaho Code.

ARTICLE III.

This charitable non-profit corporation shall have perpetual existence.

ARTICLE IV.

This corporation is organized exclusively for charitable, religious and educational purposes, including the purpose of encouraging and providing Christian education for students in grades 7 through 12.

ARTICLE V.

The purposes for which this charitable non-profit corporation is organized shall be limited to only those charitable, religious and educational purposes which allow it to qualify as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI.

This charitable non-profit corporation shall have all powers permitted for a non-profit corporation under Idaho law.

ARTICLE VII.

This charitable non-profit corporation shall have members as defined by Section 30-308, Idaho Code, whose membership shall be evidenced by a nonassessable certificate of membership or letter signed by the President and Secretary of the corporation. There shall be one class of members, and all persons evidencing an interest in Christian education over the age of 18 years shall be eligible for membership. Application for membership shall be in the form required by the Board of Directors. Upon determination by the Board of Directors that an applicant has been selected for membership, the applicant will be so notified. The initial Board of Directors shall be the first members of the corporation. Thereafter, the directors shall appoint new members of the corporation. No member shall be assessable for the debts or liabilities of the corporation. The number of members shall be limited to the number of directors. Membership in the corporation can be cancelled by two-thirds (2/3rds) vote of all members of the

Board of Directors and membership can be surrendered and cancelled by written notice of the member.

ARTICLE VIII.

Each member shall be entitled to one vote at all membership meetings of the corporation for all purposes. Such vote may be exercised by the member in person, or by another by proxy as provided by law. All notices of membership meetings shall be given by a written notice mailed to the post office address of every member.

ARTICLE IX.

The affairs and business of this corporation shall be managed by a Board of Directors consisting of seven (7) members; provided, the number of directors may be increased or decreased in the Bylaws of the corporation. All directors must be members of the corporation. At the annual meetings of the membership, the Board of Directors shall be elected by majority vote of the members and cumulative voting shall apply.

ARTICLE X.

The Board of Directors of this charitable non-profit corporation may, by resolution, appoint or designate one or more committees to carry out specific duties on behalf of the corporation as authorized by Section 30-317, Idaho Code.

ARTICLE XI.

The street address of the initial registered office of the corporation shall be at 4058 Hawthorne Way, Boise, Idaho, with

a post office mailing address of P.O. Box 2256, Boise, Idaho, 83701.

ARTICLE XII.

The initial registered agent of this corporation shall be Mary Ann Brewer whose street address is 4058 Hawthorne Way, Boise, Idaho, and whose post office mailing address is P.O. Box 2256, Boise, Idaho, 83701.

ARTICLE XIII.

The names and addresses of the directors constituting the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
1. Karl P. Swanson	3684 Maze Pl. Boise, Idaho 83706
2. Glenn W. Brewer	4058 Hawthorne Way Boise, Idaho 83703
3. Mary Ann Brewer	4058 Hawthorne Way Boise, Idaho 83703
4. Marsha Philbrook	2311 Hervey St. Boise, Idaho 83705
5. James DeVries	11004 Powderhorn Boise, Idaho 83704
6. Gregg Forrey	4904 Ridgewood Rd. Nampa, Idaho 83687
7. Larry Jones	10174 Hwy. 44 Star, Idaho 83669

ARTICLE XIV.

The Board of Directors shall be vested with the management of all affairs of the corporation, and the initial Board of Directors specified herein shall have the authority to adopt the initial Bylaws of the corporation, and the Board of Directors shall

ARTICLES OF INCORPORATION - 4.

thereafter have the authority to amend the Bylaws by majority vote at an annual or special meeting of the Board of Directors.

ARTICLE XV.

The names and addresses of the incorporators of this charitable non-profit corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
1. Karl P. Swanson	3684 Maze Pl. Boise, Idaho 83706
2. Glenn W. Brewer	4058 Hawthorne Way Boise, Idaho 83703
3. Mary Ann Brewer	4058 Hawthorne Way Boise, Idaho 83703
4. Marsha Philbrook	2311 Hervey St. Boise, Idaho 83705
5. James DeVries	11004 Powderhorn Boise, Idaho 83704
6. Gregg Forrey	4904 Ridgewood Rd. Nampa, Idaho 83687
7. Larry Jones	10174 Hwy. 44 Star, Idaho 83669

ARTICLE XVI.

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 forth in Article V hereof. 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 (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)(e) 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.

ARTICLE XVII.

Upon the dissolution of the corporation, assets shall be distributed by the Board of Directors to Christian evangelical religious non-profit corporations or organizations for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporators of said charitable non-profit corporation have hereunto signed these Articles of Incorporation this 22nd day of December, 1989.

K. P. Swanson

Karl P. Swanson

Glenn W. Brewer

Glenn W. Brewer

Mary Ann Brewer

Mary Ann Brewer

Marsha Philbrook

Marsha Philbrook

James DeVries

James DeVries

G. Farrey

Gregg Farrey

Larry Jones

Larry Jones

STATE OF IDAHO)
) ss.
County of Ada)

On this 21st day of December, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared KARL P. SWANSON, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Deborah L. Taylor
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
) ss.
County of Ada)

On this 20th day of December, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared GLENN W. BREWER, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Michael J. [Signature]
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
) ss.
County of Ada)

On this 20th day of December, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared MARY ANN BREWER, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Deborah L. Taylor
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
) ss.
County of Ada)

On this 20th day of December, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared MARSHA PHILBROOK, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Deborah L. Taylor
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
) ss.
County of Ada)

On this 21st day of December, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared JAMES DeVRIES, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Deborah L. Taylor
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
) ss.
County of Ada)

On this 22nd day of December, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared GREGG FORREY, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Jan L. Brann
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
) ss.
County of Ada)

On this 21st day of December, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared LARRY JONES, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Deborah L. Taylor
Notary Public for Idaho
Residing at Boise, Idaho

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