

**FILED EFFECTIVE**

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ARTICLES OF INCORPORATION

OF

CLERK OF STATE  
STATE OF IDAHO

TETON CHRISTIAN ACADEMY, INCORPORATED

The undersigned, being of legal age and competent to contract, for the purpose of organizing a non profit corporation on a non-stock basis pursuant to the provisions of Title 30, Chapter 3, Idaho Statutes, do hereby adopt the following Articles of Incorporation, and do hereby agree and certify as follows:

ARTICLE I  
NAME

The name of this corporation shall be Teton Christian Academy, Incorporated.

ARTICLE II  
COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence corporate existence on the date these articles are filed with the secretary of state and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III  
PURPOSES

1. General Purpose. The general purpose of this Corporation shall be to operate exclusively for charitable, religious and educational purposes, and in furtherance of such goals is authorized to do any or all activities which it is empowered to do under Article IV hereunder; provided, however, that nothing herein shall be construed as allowing any activities which would jeopardize the Corporation's tax-exempt status or otherwise be inconsistent with its classification as an organization described in sections 501(c)(3) and 170(b)(1)(a)(ii) of the Internal Revenue Code of 1954 as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at any time.

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2. Specific Purpose. The Corporation shall be a private Christian school, which exists for the specific purpose to assist local families in providing Christ centered, biblically consistent education with academic excellence.

#### ARTICLE IV GENERAL POWERS

Except as may be restricted in Articles III and V herein, this Corporation shall have all of the powers enumerated for corporations in the Idaho Non Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed , or in any other manner reproduced, provided; however, such seal shall always contain the words "corporation not for profit".

(b) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations,

partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, or municipality, or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Idaho Non Profit Corporation Act or by other applicable law within or without the State of Idaho.

(i) To elect or appoint officers and agents and defend their duties and allow them reasonable compensation.

(j) To make and alter by laws, not inconsistent with its Articles of Incorporation or with the laws of the State of Idaho, for the administration and regulations of its affairs.

(k) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific, educational purposes or other similar purposes.

(l) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(m) To transact any lawful business which its Board of

Directors shall find will be in aid of governmental policy.

(n) To have and exercise all powers necessary or convenient to effect its general purpose.

#### ARTICLE V NON PERMITTED ACTIVITIES

Notwithstanding the provisions of Article IV hereinabove, nothing herein shall be construed to permit the Corporation to engage in any activity which would be inconsistent with its classification as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954 as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at any time. As such, the Corporation shall not allow any expenditure of any part of the net earnings of the Corporation to inure to the benefit of any member, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), nor shall any member, director, or officer of the Corporation, or any private individual, be entitled to share in a distribution of the Corporation's assets on dissolution of the Corporation, nor shall a substantial part of the activities of the Corporation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of any candidate for public office.

#### ARTICLE VI DISTRIBUTION UPON DISSOLUTION

Upon the liquidation, dissolution, or the winding up of the affairs of the Corporation, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary, or education organizations which are qualified under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at any time.

ARTICLE VII  
MEMBERSHIP

This non profit Corporation shall not have members.

ARTICLE VIII  
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 257 North 2<sup>nd</sup> East, Driggs, Idaho 83422, and the initial registered agent of the Corporation and his address shall be Ken McCune, 257 North 2<sup>nd</sup> East, Driggs, Idaho 83422, The Corporation may change its registered agent or the location of its registered office, or both, from time to time by amendment of these Articles of Incorporation.

ARTICLE IX  
INITIAL BOARD OF DIRECTORS

This Corporation shall have five (5) directors initially. The number of directors may be increased from time to time as provided in the By-laws; however, the number of directors shall never be less than five (5). The names and street addresses of the initial directors of this Corporation are:

Don Dobson 242 Sorenson Creek Drive, Victor, ID 83455  
Cathy Thalín 300 South 93 West, Driggs, ID 83422  
Betty Elliott 84 West 875 North, Tetonía, ID 83452  
Robert Vostrejs 312 South Aspen Drive, Tetonía, ID 83452  
Cyndi Friend 1176 North 10 West, Tetonía, ID 83452

The directors shall be elected or appointed as provided by the By-laws.

ARTICLE X  
INCORPORATORS

The names and street addresses of the persons signing these Articles of Incorporation are:

Don Dobson 242 Sorenson Creek Drive, Victor, ID 8345  
Cathy Thalin 300 South 93 West, Driggs, ID 83422  
Betty Elliott 84 West 875 North, Teton, ID 83452  
Robert Vostrejs 312 South Aspen Drive, Teton, ID 83452  
Cyndi Friend 1176 North 10 West, Teton, ID 83452

#### ARTICLE XI BY-LAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the By-laws shall be vested in the Board of Directors.

#### ARTICLE XII INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

#### ARTICLE XIII AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, subject to the laws of the State of Idaho.

#### ARTICLE XIV NON-DISCRIMINATION

Teton Christian Academy, Inc., will have a non-discriminatory policy as to students, staff, and faculty; in that it will not discriminate against the same on the basis of race, color, or national or ethnic origin.

IN WITNESS WHEREOF, the undersigned five, being the incorporators hereinabove named, for the purpose of forming a non profit corporation pursuant to the laws of the State of Idaho to do business both within and without the State of Idaho, hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereto set their hands and seals this \_\_\_\_\_ day of \_\_\_\_\_, 2003.

Cathy Martin

Robert M. Stogd

Edward R. Elliott

G. M. M.

Don Dobson

CERTIFICATE OF DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN IDAHO AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED


In compliance with 30-3-30, Idaho Statutes, the following is submitted:

TETON CHRISTIAN ACADEMY, INC., desiring to organize as a non profit corporation pursuant to the laws of the State of Idaho, with its registered office and principal place of business at 257 North 2<sup>nd</sup> East, Driggs, Idaho 83422, has named and designated Ken McCune as its Registered Agent to accept service of process within the State of Idaho.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named non profit corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 27 day of March, 2003.

  
\_\_\_\_\_  
Registered Agent