

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

#### EBRONIX LEARNING CENTER OF POCATELLO, INC.

was filed in the office of the Secretary of State on the **twenty-fourth** day of **November** A.D., One Thousand Nine Hundred **seventy** and **Novembär** duly recorded on Film No. **will be** of Record of Domestic Corporations, of the State of **microfilm** Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Pocatello, Idaho** in the County of **Bannock**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **24th** day of **November** A.D., 19 **70**

Pete T. Cenarrusa  
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION  
OF  
EBRONIX LEARNING CENTER OF POCATELLO

KNOW ALL MEN BY THESE PRESENT: That we, the undersigned, for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho relating to private corporations, have this day voluntarily associated ourselves together and hereby agree as follows:

ARTICLE I

The name of this corporation shall be Ebronix Learning Center of Pocatello, **Inc.**

ARTICLE II

Said corporation is organized at, and the place of its principle office and general business shall be Pocatello but branch places of business, each complete in itself for the conducting and carrying on of any part of the business of the corporation, or the whole thereof, may be established at such other places, whether within or without the State of Idaho, within or without the United States.

ARTICLE III

The names of the incorporators and their places of residence are as follows:

NORMAN W. JOLLEY	POCATELLO, IDAHO
RONDO I. MANWARING	POCATELLO, IDAHO
DELLA JOLLEY	POCATELLO, IDAHO

ARTICLE IV

That the purpose, object, and pursuit of the corporation shall be to establish, operate, conduct, maintain, carry on and transact any and every kind of business relating to private tutoring business, with the use of teaching aids such as the electronic teaching machines or also page recorders, slide projectors, and every kind of machine, mechanism or otherwise, pertaining to private tutoring in the Center or at the students' home, in and about the State of Idaho and other states as in these articles provided; to contract with firms, persons, associations, co-partnerships, corporations, and with municipal, city, county,

State, and national governmental agencies within the United States or any other countyr, for the purpose of carrying out the intentions of the business for which this company is organized.

To purchase, sell, mortgage, hypothecate, pledge, lease or otherwise acquire, encomber, dispose of and deal in either on its own behalf or as agent for others, all kinds and character of property, real, personal or mixed of this corporation or of corporation, firms, or persons, and of ownership including, in the case of stocks and shares, the right to vote thereon.

And unless otherwise prohibited by law, to incur debt, borrow and lend money, with or without security, and to endorse or otherwise guarantee to obligations of others; to make, issue, and sell promissory notes, bills of exchange, bonds, debentures and other evidence of debt of all kinds; to secure payment of its notes, bills of exchange, bonds, debentures and other indebtedness of deemed necessary by pledge, **hypothecation**, mortgage; deed of trust, or otherwise of all or any property then owned by the corporation and if deemed best, of any and all thereafter acquired; to sell or exchange its promissory notes, bonds, debentures, and other evidence of indebtedness for property of any kind whatsoever, real or personal and to sell or exchange the stock of this corporation or any part thereof for any purpose that the board of directors may determine, including the exchange of the corporate stock of this company for the corporate stock of any other corporation; subscribe for, purchase, or otherwise acquire, hold, and own, or hold for investment purposes with the same rights and privileges as to ownership as may be enjoyed by natural persons, all kinds of shares, stocks, bonds, assets, and or obligations of any other corporation and to purchase, sell own, hold, pledge, or otherwise acquire or dispose of shares of its own capitol stock acquired from stockholders or otherwise.

To do all things necessary and convenient to futher the interests of this corporation and carry on the general purposes for which it is organized.

## ARTICLE VIII

The first annual meeting of the stockholders for the election of officers and the transaction of such other business as may properly come before the meeting, shall be held on the first day of March of each year, at the main office of the corporation, or such other place as may be designated by the board of directors, and subsequent annual meetings shall be held thereafter on the same day of each succeeding year. Special meetings of the stockholders may be called at any time by the board of directors. A majority of the outstanding stock shall constitute a quorum for a stockholders meeting.

## ARTICLE IX

Written notice of the time, place, and purpose of meetings including annual meetings shall be given by the secretary or other persons authorized to do so, to all stockholders entitled to vote at such meetings, at least ten days prior to the day named for the meeting. If such written notice is placed in the United States mail, postage paid, and addressed to a shareholder at his last known post office address, ten days prior to said meeting, notice shall be deemed to have been given him. Notice of time, place, and purpose of any meeting of shareholders entitled to notice filed with or entered upon the records of the meeting either before or after the holding thereof.

It shall be the privilege of any and all stockholders of said corporation to one vote in any elections for each share of outstanding common stock held. It also shall be his privilege to assign his voting rights to another person of his choice either temporarily or on a permanent basis. In case he assigns his voting rights to another person on a permanent basis, the person assigned to vote will have no claim on ownership or of the financial returns of said stock. However, if and when said stock is sold to a third, fourth, fifth, etc. party this sale will have no effect upon the ownership of the voting rights and each person buying the said stock must be told

That he has no votine rights except by permission in writing,  
and witnesses by the person who has the assignment of the  
voting rights.

#### ARTICLE X

The board of directors shall have complete control of the  
property and the business of the corporation. It may, with-  
out the authority of consent of the stockholders, sell and  
mortgage any part or all of the real and/or personal property  
of the corporation for the payment of corporation debt,  
obligations, and liabilities and in the absence of expross  
limitations by the stockholders or by law, it may do anything  
and everything with the business and property of the corporation  
that it deems advisable for the interest and welfare of the  
corporation. The board of directors shall have power to make  
by laws for the management of the business and property of  
the corporation regulating the duties of its officers and  
their removal, and the transfer of its stock and other rules  
and regulations of the corporation.

#### ARTICLE XI

All stock of the corporation not subscribed for shall  
remain in the treasury as treasury stock and may be sold and  
issued by the corporation at such times and for such purposes  
and upon such terms and condiddtions, and to such persons as  
the board of directors may determine, including the power and  
authority to issue said stock, for consideration other than  
cash, such as for labor and services.

#### ARTICLE XII

The private property of the stockholders of the corporation  
shall not be liable for the debts of the corporation.

#### ARTICLE XIII

The officars of the corporation elected from the date of  
its incorporation and until their successors are duly elected  
and qualified, are as follows:

NORMAN W. JOLLEY  
RONDO I. MANWARING  
Della Jolley

President and Director  
Vice president  
Secretary and Treasurer

IN WITNESS WHEREOF, we have hereunto set out hands this day of

January 19, 1970  
(date)

Norman W. Jolley  
Norman W. Jolley  
425 West Pine, Pocatello, Idaho

Rondo I. Manwaring  
Rondo I. Manwaring  
533 Wayne Ave., Pocatello, Idaho

Della Jolley  
Della Jolley  
425 West Pine, Pocatello, Idaho

STATE OF IDAHO     )  
                          ) ss/  
County of Bannock)

On the 19<sup>th</sup> day of November, 1970, before me the undersigned, a Notary Public in and for said State, personally appeared NORMAN W. JOLLEY, RONDO I MANWARING, DELIA JOLLEY, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same, and that they are persons over the age of twenty-one (21) years and citizens of the United States of America.

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

Nadine Hough  
Notary Public for Idaho  
Residing at ~~Boise~~, Idaho  
                  Pocatello  
My commission expires \_\_\_\_\_  
July 21, 1973