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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
THE UNLIMITED LEARNING FOUNDATION, Inc.**

The undersigned, acting as incorporators of a corporation under the Idaho Non-Profit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act") adopt the following Articles of Incorporation ("Articles").

Article I. Name

The name of the Corporation is THE UNLIMITED LEARNING FOUNDATION, Inc. ("Corporation").

Article II. Principle Office

Physical Address: 17011 North Freddi Road, Rathdrum Idaho 83858
Mailing Address: PO Box 967, Rathdrum Idaho 83858

Article III. Non Profit Status

This is a non-profit corporation.

Article IV. Period of Duration

The period of its duration is perpetual.

Article V. Registered Office and Agent

The location of the Corporation is in Coeur d'Alene, County of Kootenai, State of Idaho. The address of the initial registered office is 8251 North Cornerstone Drive, Hayden Idaho 83835 and the name of the initial registered agent at this address is Jamie Duman, CPA.

Article VI. Purposes

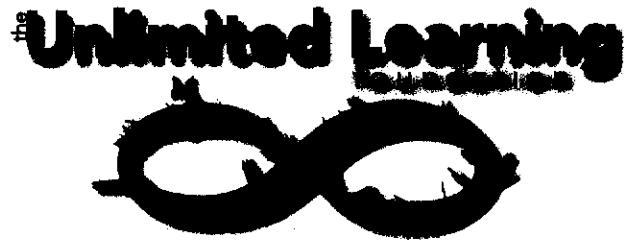
The purpose of the Corporation is to build ongoing educational capacity at the rural community level with a decentralized franchise model of program delivery. The Corporation will create infinite teaching and learning opportunities by building sustainable local capacity in order to deliver community education programs.

The Corporation will accomplish this objective by pursuing the following priorities:

1. Develop local community partnerships in education, agriculture and stormwater management with the delivery and support of the local training

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2. Identify potential trainer candidates in target areas in order to build local educational capacity by training local residents to lead and teach at a local level
3. Supply Train-The-Trainer programs to be offered to local trainers
4. Provide curriculum for individual training programs to the local support organizations and individual trainers including but not limited to the following subject areas:

Fantastic Facilitation in order to become fantastic trainers themselves. This will allow the trainer candidate to earn more income and lead and teach local participants.

Financial Literacy and Self-Development in order to assist participants to personally grow by developing personal lifestyle vision/mission, process-goals and identification of limiting personal patterns

Entrepreneurship and Self-Employment and business training to build self-reliance and more prosperous livelihoods

Micro-Lending programs in order to allow residents of target areas who are unable to obtain credit access capital to start a self-sustaining business

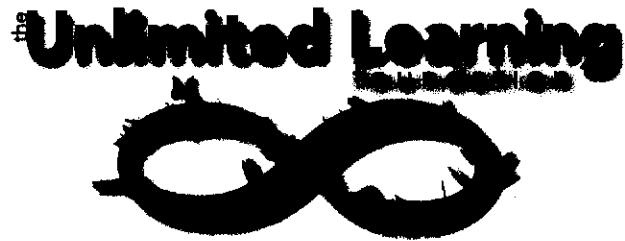
Heavy Equipment Operator Training in order to train local low income workers to compete on larger international construction projects

Agricultural Co-operatives and direct-trade value-chain economics in order for local micro farmers to compete with larger growers without the need for middlemen

Women's Rights and Empowerment to provide women with all aspects of emotional support, self-care, business-care and ongoing support in order for them to in turn provide the care and promotion of others through teaching, coaching and training in areas of personal strength.

The Corporation will provide this curriculum combined with Train-The-Trainer educational support in order for local trainer candidates to sustainably deliver the programs to individual participants in their own communities.

5. Foster charitable, educational, agricultural, entrepreneurial and/or humanitarian purposes within the meaning of Section 501 (c) (3) and 2055 of the Internal Revenue Code of 1986, as amended from time to time, including for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501 (c) (3) and 2055.
6. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein 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 hereto or substitute therefore, may not at that time lawfully carry on or do.



Article VII. Limitations

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 VI above. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time.

Article VIII. Members

This corporation shall have no members or shareholders.

Article IX. Board of Directors

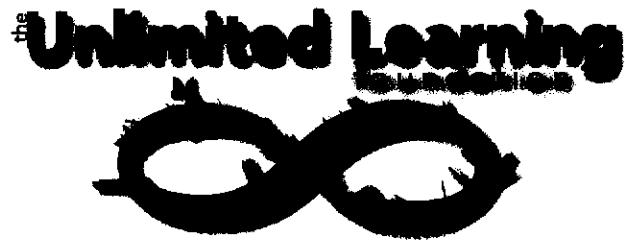
Its Board of Directors shall manage the affairs of the Corporation. The number of Directors serving on the Board shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the initial Board, who are designated below, the Directors shall be elected by the initial Board of Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

Barbara Bonnough	17011 North Freddi Road, Rathdrum, Idaho 83858
Darryl Tamagi	2160 Naramata Road, Naramata, British Columbia V0H 1N0
Michelle (Shelley) Irving-Ball	11892 North Amethyst Drive, Hayden, Idaho 83835
Dr. Brett Davis	#110-352 North Promenade Loop, Post Falls, Idaho 83854
Artemio (Tim) Rubio	401 Elk Creek Road, Elk City, Idaho 83525
Mark Latham	1130 Grange Avenue, Post Falls, Idaho 83854

Article X. Distribution on Dissolution

Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such educational organization or organizations as shall at that time qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board 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 the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.



Article XI. Incorporators

The names and addresses of each incorporator are:

Barbara Bonnough	17011 North Freddi Road, Rathdrum, Idaho 83858
Michelle (Shelley) Irving-Ball	11892 North Amethyst Drive, Hayden, Idaho 83835
Darryl Tamagi	2160 Naramata Road, Naramata, British Columbia V0H 1N0

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Officers.

Dated this 20th day of December, 2010.

UNLIMITED LEARNING FOUNDATION



Barbara Bonnough, Secretary/Incorporator



Michelle (Shelley) Irving-Ball, Director/Incorporator



Darryl Tamagi, Chairman/Incorporator