

ARTICLES OF INCORPORATION

OF

MONARCH ALUMNI ASSOCIATION, INC.

OCT 25 AM 9:28
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

Article I Name.

The name of the Corporation is Monarch Alumni Association, Inc.

Article II Nonprofit Status.

The Corporation is a nonprofit corporation.

Article III Period of Duration.

The period of duration of the Corporation is perpetual.

Article IV Registered Office and Agent.

The location of the Corporation is in the City of Sandpoint, County of Bonner, and in the State of Idaho. The location address of the initial registered office is 708 Superior Street, Sandpoint, Idaho 83864, with a mailing address of 708 Superior Street, Sandpoint, Idaho 83864. The name of the initial registered agent at this address is

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Paula F. Parsons, CPA.

Article V Purposes.

The purposes for which the Corporation is organized and will be operated are as follows:

A. To provide both administrative and financial support for the past, present and future students and parents involved with educational and emotional-growth programs.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) 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).

C. 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 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 VI Limitations.

A. No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 V hereof. 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 in (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 tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

B. This organization is organized exclusively for religious, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

C. Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Article VII Members.

The Corporation shall not have any members.

Article VIII Board of Directors.

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the existing Directors shall be elected by the existing Directors of the Corporation 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:

<u>NAME</u>	<u>ADDRESS</u>
Mike Godfien	1724 Braeside Lane Northbrook, Illinois 60076
Kim Whittier	1801 Woody Granite Road Bakersfield, California 93308
Molly Hastings	10549 San Felipe Road Cupertino, California 95014
Stacy Leonard	1018 Swain Avenue Elmhurst, Illinois 60124
Charlie Bird	2740 Hale Court Waldorf, Maryland 20603

Article IX. Distribution on Dissolution.

Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue 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 a court of competent jurisdiction 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.

Article X. Incorporator.

The name and street address of the incorporator are Stephen F. Smith, of 102 Superior Street, Sandpoint, Idaho 83864.

Article XI. Bylaws.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

Article XII. Amendment.

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly-noticed special or regular meeting of the Board of Directors.

DATED this 20th day of October, 2004.

MONARCH ALUMNI ASSOCIATION, INC.

By: Stephen F. Smith
Stephen F. Smith, Incorporator