



**CERTIFICATE OF INCORPORATION
OF**

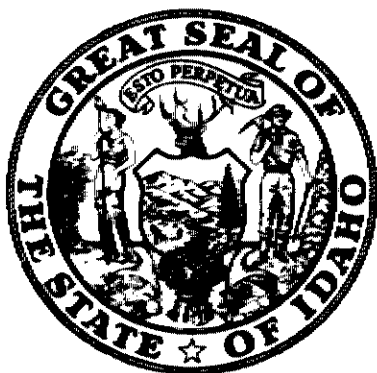
ADVOCATES FOR SPECIAL EDUCATION, INC.

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 ADVOCATES FOR
SPECIAL EDUCATION, 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 28, 19 87.



Pete T. Cenarrusa
SECRETARY OF STATE

Sandra M. Mankus
Corporation Clerk

28 12 40 PM '07
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
ADVOCATES FOR SPECIAL EDUCATION, INC.**

We, the undersigned, as incorporators of the corporation, adopt the following Articles of Incorporation pursuant to the Idaho Nonprofit Corporation Act.

ARTICLE I - NAME

The name of the corporation is Advocates for Special Education, Inc.

ARTICLE II - NONPROFIT CORPORATION

The corporation shall be a nonprofit corporation, and its duration shall be perpetual.

ARTICLE III - CHARITABLE PURPOSE

The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV - CORPORATE PURPOSES

The purposes for which the corporation is organized are:

1. To help young adults who have learning disabilities, retardation, injuries or other conditions which qualifies them for special education in any Junior High or Senior High School Curriculum in Idaho.
2. To educate the public regarding the many related disorders which result in the need for special education.
3. To provide guidance and support for the affected and their families.
4. To advocate and support increased and improved education and training for persons who qualify for special education.
5. To work with employers, unions, and other groups to promote job placement and job counseling opportunities and to increase vocation education opportunities for people with special education needs.

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6. To develop and promote independent adult living and social enrichment opportunities for the affected.

ARTICLE V - INITIAL DIRECTORS

The number of directors constituting the initial Board of Directors is nine (9) and the names and addresses of the persons who are to serve as the initial directors are as shown on EXHIBIT A.

ARTICLE VI - REGISTERED AGENT

The street address of its initial registered office is 11148 Seneca Drive, Boise, Idaho 83709, and the name of its registered agent at such street address is Stanley P. Hamilton.

ARTICLE VII - MEMBERSHIP

Membership in the Corporation shall be governed by the criteria set out below and by such by-laws as may be adopted from time to time by the Board of Directors.

1. Any person shall be eligible for membership in the Corporation upon application to the Corporation and subject to Corporation approval as provided in the By-Laws of the Corporation.
2. Any applicant meeting the qualification set forth above and desiring to become a member of the Corporation and accompanied by such membership fees and dues as the Board of Directors may from time to time determine.
3. Membership may be terminated by expulsion for just cause as determined by the Board of Directors.
4. The classes of members of the Corporation and the qualifications of each class shall be as follows:
 - a. Voting Members. The voting members shall be all members in good standing of the Corporation, according to the policies and procedures and By-Laws in effect from time to time.

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b. Non-Voting Members. The Board of Directors may by resolution from time to time establish additional categories of non-voting members upon such terms and conditions as the Board of Directors may deem reasonable.

ARTICLE VIII - BOARD OF DIRECTORS

The Board of Directors of the Corporation is hereby created pursuant to the conditions set out below.

1. The initial Board of Directors consists of the President, Vice President, Secretary, Treasurer, and five directors at large whose names and addresses are set out on Exhibit A.
2. Hereafter, during the annual meeting of the membership, the voting members shall elect the Directors of the Corporation, according to the policies and procedures in effect from time to time. Each voting member shall have one vote on each matter submitted to the membership for vote.
3. The number of Directors of the Corporation shall be as specified in the By-Laws and such number from time to time be increased or decreased in such manner as may be prescribed in the By-Laws provided the number of Directors shall not be less than five (5) and shall always be an odd number. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in Office, and the Directors so elected shall hold office until the next annual meeting of this Corporation or until their successors are elected and qualified. The annual meeting of the corporation shall be held in October or at a time designated by the Board of Directors.

ARTICLE IX - BY-LAWS

The By-Laws of this Corporation may be adopted, amended, or repealed by a two-thirds majority of the members of the Board of Directors present and voting at any regular or special meeting

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of the Board. Proposed amendments to the By-Laws shall be sent in writing to all Directors not less than ten (10) days prior to the meeting when such amendments are to be considered.

ARTICLE X - ARTICLES OF INCORPORATION

The Articles of Incorporation of this Corporation may be adopted, amended or repealed by a two-thirds vote of the Board of Directors present at any meeting thereof. Proposed changes to the Articles of Incorporation shall be furnished in writing to each voting member of the Board of Directors at least ten days prior to the meeting when such proposed amendments are to be considered.

ARTICLE XI - PROHIBITED ACTIVITIES

The Corporation shall not undertake any of the activities set out below.

1. Attempt to influence legislation as a substantial part of its activities.
2. Allow any part of its net income to inure to the benefit of officers, directors, or members of the Corporation, or to any other individuals, except in the furtherance of its charitable purposes.
3. Participate to any extent in any political campaign for or against any candidate for public office.
4. Conduct any activities not permitted to be carried on by organizations exempt under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170 (c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE XII - BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any authority

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of its Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XIII - DISSOLUTION

Upon dissolution or other termination of the Corporation, no member or director shall be entitled to any distribution or division of the remaining property or its proceeds, and the balance of all money and other property received by the Corporation shall be used or distributed exclusively for purposes within the intent of Section 501 (c)(3) of the Internal Revenue Code as it exists or as it may be amended.

In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of the nonprofit statutes, the Corporation shall distribute and transfer all its existing assets and property to the Idaho Department of Education, or its successor, to further the department's special education programs as deemed appropriate by the department; and provided further that if said assets have a value in excess of one hundred thousand dollars, said assets shall form the Corpus of a permanent endowment trust of which only the interest earned shall be used to further the department's special education programs.

ARTICLE XV - INCORPORATORS

The names and addresses of the incorporators are:

Stanley F. Hamilton	11148 Seneca Drive, Boise, ID 83709
Diane K. Hamilton	11148 Seneca Drive, Boise, ID 83709
Jill Talley	810 Palmwood, Boise, ID 83709
Donald McGrath	4223 Camas, Boise, ID 83705

IN WITNESS, we subscribe our names this 17th day of December, 1987.


Stanley F. Hamilton, President


Diane K. Hamilton, Secretary

ADVOCATES FOR SPECIAL EDUCATION, INC.

Jill Talley
Jill Talley, Vice President

Donald McGrath
Donald McGrath, Treasurer

State of Idaho)
County of Ada)

On this 17 day of December, 1987, before me, the undersigned, a Notary Public for Idaho, personally appeared Stanley F. Hamilton, Diane K. Hamilton,

Jill Talley, and Donald McGrath known to me to be the persons signatory to the foregoing instrument and acknowledged to me that they had executed the same.

John C. Brogan
Notary Public for Idaho
Residing in Idaho City, Idaho
Commission expires August 25, 1992

ADVOCATES FOR SPECIAL EDUCATION, INC.

EXHIBIT A

Initial Board of Directors

Stanley F. Hamilton, President	11148 Seneca Drive Boise, ID 83709
Diane K. Hamilton, Secretary	11148 Seneca Drive Boise, ID 83709
Jill Talley, Vice President	810 Palmwood Boise, ID 83709
Donald McGrath, Treasurer	4223 Camas Street Boise, ID 83705
Patrick Hally, At Large	11278 Peconic Drive Boise, ID 83709
Marlene Clark, At Large	209 Silver City Drive Boise, ID 83704
Larry Wagner, At Large	8903 Shellie Lane Boise, ID 83704
Jeri Stearns, At Large	1438 Cotterell Way Boise, ID 83709
Steve Gunderson, At Large	10249 Treeline Boise, ID 83704