

ARTICLES OF INCORPORATION
LEARN TO EARN, INC.

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") for the Corporation.

ARTICLE I
NAME OF THE CORPORATION

The name of the Corporation is **Learn to Earn, Inc.**

ARTICLE II
STATUS

The Corporation is a nonprofit corporation intended to qualify as a tax exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or to corresponding provisions of subsequent internal revenue laws of the United States (the "Code").

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 the City of Meridian, County of Ada in the State of Idaho. The address of the initial registered office is 660 East Franklin Road, Suite 270, Meridian, ID, 83642, and the name of the initial registered agent at this address is Randy L. Fullmer.

ARTICLE V
PURPOSES

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

The Corporation may receive gifts, bequests, and devises of property, both real and personal. The Corporation shall hold such property received and make distributions of income and principal in such amounts as the Board of Directors may determine, subject to the limitations set out below enumerating those rules, requirements, and restrictions.

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ARTICLE VI
LIMITATIONS

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 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 provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, as amended from time to time, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, as amended from time to time, or the corresponding section of any future federal tax code.

ARTICLE VII
MEMBERS

The Corporation shall have no 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, which number shall be no less than three (3) and no more than five (5). A Director of the Corporation shall not be required to be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the Board of Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

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

<u>Name</u>	<u>Address</u>
Randy L. Fullmer	PO Box 1030, Meridian, ID 83680
Damon J. Day	PO Box 1030, Meridian, ID 83680
Craig G. Taylor	PO Box 1030, Meridian, ID 83680

ARTICLE X
DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, after paying or making provision for the payment of all liabilities of the Corporation, the Board of Directors shall distribute all the remaining assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or to the federal government, or to a state or local government, for a public purpose. 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 such purposes or to such organizations as said court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XI
INCORPORATOR

The name and address of the incorporator is Randy L. Fullmer, 752 East Trinidad Street, Meridian, Idaho 83642.

ARTICLE XII
BYLAWS

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

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 July, 2011.



Randy L. Fullmer, Incorporator