

ARTICLES OF INCORPORATION  
OF  
THE JUBILEE ACADEMY, INC.

2016 JUL -5 AM 11:02  
SECRETARY OF STATE  
STATE OF IDAHO

The Articles of Incorporation of The Jubilee Academy, Inc. are herein executed by said Corporation pursuant to the provisions of the Idaho Nonprofit Corporation Act (Title 30, Chapter 3 of the Idaho Code) as follows:

**ARTICLE I: NAME**

The name of this corporation shall be The Jubilee Academy, Inc. (hereinafter referred to as the "Corporation").

**ARTICLE II: DURATION**

The period of duration of the Corporation shall be perpetual.

**ARTICLE III: PURPOSES AND POWERS**

The purpose of The Jubilee Academy, Inc. is to promote understanding and implementation of the Montessori based philosophy and method in meeting the needs of the child in our society.

To accomplish this purpose this corporation will establish and operate schools with enrollment open to all children, without regard to race, color, creed or national origin, who can benefit from such an education. This school will be equipped with Montessori based materials and staffed with teachers selected for their understanding and training in the Montessori based philosophy and method and for their ability to implement this philosophy in the classroom. The Board of Directors shall be nondiscriminatory in its hiring policy.

It will also develop such materials and programs deemed advantageous in promoting greater community understanding, support, and use of Montessori based philosophy and method.

This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any further United States internal revenue law.

**ARTICLE IV: LIMITATIONS**

All of the purposes and powers of the Corporation shall be exercised exclusively for educational purposes in the manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or any successor provision, and that contributions to the Corporation shall be deductible under Section

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IDAHO SECRETARY OF STATE  
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170(c)(2) of the Code or any successor provision.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code or any successor provision. The Corporation shall not participate in, or intervene in [including the publishing or distribution of statements] any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal and state income taxes under Section 501(c)(3) of the Code or any successor provision, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any successor provision.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable, to its members (if any), directors, officers, or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

#### **ARTICLE V: DISSOLUTION**

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code, or the correspondence section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the country in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE VI: MEMBERS**

The Corporation shall not have Members.

#### **ARTICLE VII: DIRECTORS:**

The business and affairs of the Corporation shall be directed by its governing board of directors. The name of the governing board, the number of directors, their qualifications and terms of office, the manner in which they are selected and may be removed from office, the rules and procedures regarding their meetings, and their powers and duties shall be as from time to time prescribed in the Bylaws of the Corporation.

## **ARTICLE VIII: DIRECTOR LIABILITY**

A director of the Corporation shall not be personally liable to the Corporation for monetary damages arising from any conduct as a director, except this limitation on liability shall not apply to acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director, or any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. If the Idaho Nonprofit Corporation Act and/or the Idaho Business Act is amended to authorize corporate action further eliminating or limiting the personal liability of a director, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted under the then applicable laws of the State of Idaho.

## **ARTICLE IX: INDEMNIFICATION**

The Corporation shall indemnify its directors, as defined in Idaho Code Section 30-3-88, and advance or reimburse expenses to the full extent required or permitted by the Idaho Nonprofit Corporation Act and/or the Idaho Business Corporation Act (*i.e.* Idaho Code Sections 30-1-101 through 30-1-107). The governing board of the Corporation may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, or contracts implementing such provisions, including but not limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made, or such further indemnification agreements as may be permitted by law. The Corporation may indemnify employees and agents to the extent as may be authorized by its governing board, its Bylaws or as may be permitted by law, whether the employees and agents are serving the Corporation or, at its request, any other entity.

## **ARTICLE X: BYLAWS**

Bylaws of the Corporation may be adopted by the Board of Directors at any meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles. The authority to make, alter, amend or repeal bylaws is vested in the board of directors and may be exercised at any regular or special meeting of the board of directors.

## **ARTICLE XI: AMENDMENTS TO ARTICLES OF INCORPORATION**

The Corporation may amend or repeal any of the provisions of these Articles of Incorporation by the Board of Directors at any meeting or any special meeting called for that purpose. The authority to make, alter, amend or repeal these Articles is vested in the board of directors and may be exercised at any regular or special meeting of the board of directors.

## ARTICLE XII: INCORPORATORS

The names and addresses of the initial directors and the original incorporators of the Corporation are as follows:

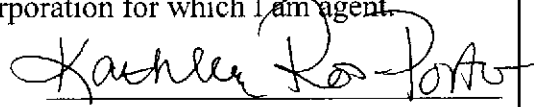
<u>Name</u>	<u>Address</u>
Kathleen Ros-Porter	1406 17 <sup>th</sup> Avenue, Lewiston, ID 83501
Jerrad Porter	1406 17 <sup>th</sup> Avenue, Lewiston, ID 83501
Georgann Cundiff	902 Grelle Avenue, Lewiston, ID 83501

## ARTICLE XIII: REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 1406 17<sup>th</sup> Avenue, Lewiston, Idaho 83501, and the name of the current registered agent is Kathleen Ros-Porter. The address of the registered agent is 1406 17<sup>th</sup> Avenue, Lewiston, Idaho 83501.

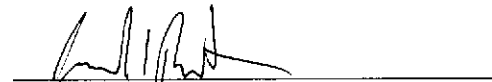
### CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Kathleen Ros-Porter, hereby consent to serve as the registered agent in the State of Idaho for the corporation herein named. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of any resignation or any change in the registered address of the corporation for which I am agent.

  
Kathleen Ros-Porter

IN WITNESS WHEREOF, For the purpose of forming this corporation under the laws of the State of Idaho, the undersigned constituting the Incorporators of this Corporation, have executed these Articles of Incorporation this 27<sup>th</sup> day of June, 2016.

  
Kathleen Ros-Porter

  
Jerrad Porter

  
Georgann Cundiff