

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION  
of  
SCORE SMART TEST PREP & TUTORING, INC.**

2018 APR -6 AM 8:50

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, for the purpose of forming a corporation (the "Corporation") under the provisions of Title 30, Chapter 21, Idaho Code, hereby adopts and submits the following Articles of Incorporation to the Secretary of State.

**ARTICLE I - NAME**

The name of the Corporation is **SCORE SMART TEST PREP & TUTORING, INC.**

**ARTICLE II - CORPORATE DURATION**

The duration of the Corporation shall be perpetual, unless earlier dissolved pursuant to law.

**ARTICLE III - PURPOSE OR PURPOSES**

The general purposes for which the Corporation is organized are:

1. To engage in the business of providing educational tutoring services.
2. To engage in any other trade or business that can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or ancillary to the foregoing business.
3. To do such other things as are incidental to, necessary, or desirable in order to accomplish the foregoing purposes.

**ARTICLE IV - CAPITALIZATION**

The aggregate number of shares which the Corporation is initially authorized to issue is **100 Hundred (100)** shares of non-assessable voting common stock. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

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Each share of voting common stock shall be identical in interest, and each voting share shall entitle the holder thereof to vote in accordance with the applicable provisions of the Idaho Business Corporation Act, as amended from time to time.

#### **ARTICLE V - REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is **656 BRADY DRIVE, McCALL, IDAHO 83638**, and the name of its initial registered agent at such address is **MELISSA S. DANIELS**. The mailing address of the registered agent is **P.O. Box 706, McCALL, ID 83638**.

#### **ARTICLE VI – DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is **ONE (1)**. The number of directors may be increased or decreased from time to time by resolution of the directors. Once elected, the directors may be removed by a majority vote of the voting shareholders with or without cause. The name and address of each person who is to serve as a member of the initial Board of Directors is:

Name

Address

**MELISSA S. DANIELS**

**P.O. Box 706  
McCALL, ID 83638**

#### **ARTICLE VII – INCORPORATOR**

The name and address of each Incorporator is:

Name

Address

**JOHN CURTIS HUCKS  
ATTORNEY AT LAW, P.C.**

**P.O. BOX 737  
NEW MEADOWS, ID 83654**

#### **ARTICLE VIII – AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles in any manner now or hereafter prescribed or permitted by Idaho law.

## **ARTICLE IX - LIMITATION ON DIRECTOR LIABILITY**

To the fullest extent permitted by Idaho law and subject to the bylaws of the Corporation, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for their conduct as a director, except in the case of fraud or bad faith. Any amendment to or repeal of this Article shall not adversely affect any right of a director of the Corporation with respect to any acts or omissions of the director occurring prior to such amendment or repeal.

## **ARTICLE X - INDEMNIFICATION**

To the fullest extent permitted by its bylaws and Idaho law, the Corporation is authorized to indemnify any of its officers, directors, employees and agents. Any amendment to or repeal of this Article shall not adversely affect any right of an individual with respect to any right to indemnification arising prior to such amendment or repeal.

## **ARTICLE XI – TRANSACTIONS WITH INTERESTED PARTIES**

In the absence of fraud or bad faith, the Corporation may enter into contracts and otherwise transact any business with any of its directors, officers, and shareholders, and with any entities in which they may have an interest, so long as actual notice of such transaction is communicated to the non-involved directors, officers and shareholders of the Corporation prior to the commencement of such transaction. No notice shall be required if all directors or shareholders have actual knowledge of such interest.

Executed by the undersigned Incorporator on April 9th, 2018.

  
**JOHN CURTIS HUCKS – INCORPORATOR**