

AMENDED ARTICLES OF INCORPORATION

OF

NAMPA CHRISTIAN SCHOOLS, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a religious and benevolent corporation for the purpose hereinafter stated, under and pursuant to the provisions of Chapter 11, Title 30, Idaho Code, and the general corporation laws the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of the Corporation is Nampa Christian Schools, Inc.

SECOND

This Corporation is not formed for pecuniary profit, and no part of the revenue or income of the Corporation shall inure to the benefit of any member thereof or to any individual or be applied or used for any purpose other than to further the objects and purposes of the Corporation, which are as follows:

- a. To sponsor, conduct and maintain schools for academic education on the elementary, high school and college levels, or one or more of those levels, for the teaching of the sciences and arts on the basis of the Biblical philosophy of creation, history and destiny; to teach the Bible, Biblical and historical theology, the science of Christian education, the history and methods of missions, and other related subjects; to educate persons through the schools described above in this Article and, as the opportunity may arise, through such additional course work, diplomas and degrees in those several fields and levels of educational achievement in the educational system maintained by the Corporation; and in all events to be non-denominational and non-aligned with any church organization;
- b. To buy, sell, acquire, hold, own, dispose of, convey, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, franchises, privileges, rights, goods, wares, and merchandise of every kind, nature and description;
- c. To buy, sell, convey, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit as to amount;
- d. To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of, any shares or capital stock, scrip, bonds, mortgages, securities, or evidences of indebtedness, issues or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in

- respect thereof any and all rights, powers and privileges or ownership including the right to vote.
- e. To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof;
 - f. To borrow money, to draw, make accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this Corporation, upon such terms and conditions as the Board of Trustees shall authorize, and as may be permitted by law;
 - g. To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;
 - h. To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein named or which shall any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, or corporation; and
 - i. To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho, as contained in said Chapter 11, Title 30, Idaho Code, or under any act amendatory thereof or supplemental thereto or substituted therefor.

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the Corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the Corporation to carry on any business or to exercise any power or to do any act which a corporation formed under Chapter 11, Title 30, Idaho Code, or any amendment thereof or supplement thereto, or substitute therefor, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the Articles of Incorporation, shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to, or inference from, the terms of any other clause or paragraph of these Articles of Incorporation.

The primary area of concern for the activities of the Corporation shall be the State of Idaho, but the Corporation shall not be prohibited from pursuing its objectives outside the State of Idaho.

Notwithstanding any of the foregoing, however, the sole purposes of this Corporation are to devote and apply the property donated to this Corporation and the income to be derived therefrom exclusively for charitable, religious, or educational purposes, either directly or by contributions to organizations duly

authorized to carry on charitable, religious, or educational activities. It is provided, further, that no part of the Corporation's property shall inure to the benefit of any private individual, and no part of the direct or indirect activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation or of participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an 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.

Furthermore, notwithstanding any other provisions of these Articles of Incorporation, no power or authority shall be exercised by the Corporation in any manner or for any purpose whatsoever which would cause this Corporation in any manner or for any purpose whatsoever which would cause this Corporation to lose its status as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. Furthermore, the Corporation shall not have power to do any of the following:

- a. To engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws;
- b. To retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws;
- c. To make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws;
or
- d. To make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

Upon and dissolution of the Corporation, the entire remaining assets, if any, of the Corporation, shall be paid or distributed to such other charitable organization which both (1) meets all the requirements of this Article in paragraph (i) of this Article and the provisions in this Article subsequent to said paragraph (i), pertaining to exemption from taxation under the Internal Revenue Code, and (2) is selected by the last Board of Trustees of this Corporation as being comparable in purpose to the general charitable purpose of this Corporation.

THIRD

The Corporation is to have Perpetual existence.

FOURTH

The location and post office address of the registered office of the Corporation is P.O. Box 972, 711 ½ West Bannock Street, Boise, Idaho 83701.

FIFTH

The rights and interest of all members of the Corporation shall be equal, and no member shall acquire or have a greater interest therein than any other member. This corporation shall not issue any capital stock but shall issue membership certificates to each member of the Corporation, which certificate cannot be assigned so that the transferee can, by such transfer, become a member of the Corporation, except by meeting the qualifications of membership and obtaining the approval hereinafter set forth.

SIXTH

Membership in this corporation shall be available to two classes: 1) the parent or legal guardian class, and 2) the high school graduate and the parent or legal guardian of a former student class.

Qualifications to be met for the parent or legal guardian –one (1) above—are:

1. The person is either the father or mother or legal guardian of a student at that time enrolled in an educational institution maintained by the Corporation.
2. The person acknowledges that he or she has accepted Jesus Christ as his or her personal Saviour, and said acknowledgment is made in writing on a form to be prescribed by the Board of Trustees. Said form must be signed and submitted to the Secretary of the Board at least three days prior to the annual meeting or any special meeting.
3. Each and every amount required by that time to have been paid by the person to the Corporation as a tuition payment or tuition payments to the Corporation for any child or ward of the person is fully paid.
4. The person endorses, in writing, the Statement of Faith which is attached to and made a part of the By-Laws of the Corporation, as the Statement of Faith may from time to time be amended.
5. The person has had a student who was enrolled in and attended the school at least two years prior to the meeting.
 - a. In the case of the Annual Meeting, one of those years must be the school year immediately preceding September of the year in which the Annual Meeting occurs. (For example, if the person wanted to be a member and vote in a meeting that has held in April of 1983, he would have had to have a student in school during the 1982-83 school year in addition to some year prior to that. If the meeting was held during September or October of 1983, he would have had to have a student in school during the 1982-83 school year in addition to some year prior to that).
 - b. In the case of a Special Meeting, one of those two years must be the year in which the Special Meeting occurs plus at least one full year. If the Special Meeting should occur during the summer when school is not in session, that person must have had a student in school during the school year immediately prior to summer in which the Special Meeting occurs plus some other year prior to that.

Qualifications to be met for the High School graduate class—two (2) above—are:

1. The person is a graduate of a high school maintained by the Corporation or by a predecessor corporation of the Corporation, or the person is the father or mother or legal guardian of a student formerly enrolled in an educational institution maintained by the Corporation or of a student formerly enrolled in an educational institution maintained by a predecessor corporation (as that term is defined in the By-Laws of the Corporation).
2. The person has donated a sum of 100 and no/100 dollar (\$100.00) or more to the Corporation since the last annual meeting.
3. The person acknowledges that he or she has accepted Jesus Christ as his or her personal Saviour, and said acknowledgment is made in writing on a form to be prescribed by the Board of Trustees. Said form must be signed and submitted to the Secretary of the Board at least three days prior to the annual meeting or any special meeting.
4. Each and every amount required by the graduate at that time to have been paid by the person to the Corporation as a tuition payment or tuition payments to the Corporation for any child or ward of the person is fully paid.
5. The person endorses, in writing, the Statement of Faith which is attached to and made a part of the By-Laws of the Corporation, as that Statement of Faith may from time to time be amended.

Compliance with all of the foregoing requirements for membership shall entitle the person to membership in the Corporation until after the next annual meeting of the members of the Corporation, at which time said membership shall expire. After a person becomes a member, however, failure of a member to pay when due, and tuition payment required to be paid by that member as above set forth shall suspend that member's membership rights in the Corporation until said amount is fully paid. (Amended November 30, 1983)

SEVENTH

Members of the Corporation may withdraw from membership in such manner and under such conditions as the By-Laws may provide. No member of the Corporation may be expelled from membership, and the membership rights of any member of the Corporation may not be suspended, except as set forth in Article SIXTH above.

EIGHTH

The names and addresses of the incorporators of the Corporation shall be as set forth in the original Articles of Incorporation of the Corporation dated August 3, 1953, but for purposes only of these Amended Articles of Incorporation, the names and addresses of the incorporators shall be as follows (in addition to, and not instead of, the original incorporators):

<u>NAMES</u>	<u>ADDRESSES</u>
Donald Bollinger	Rt. 2, 3360 Montvue Meridian, Idaho 83642
Marvin L. Huling	Rt. 1, Box 1321C-2 Nampa, Idaho 83651
Alan Kester	401 Ada Boise, Idaho 83702

NINTH

The private property of the members of the Corporation shall not be subject to the payment of corporate debts to any extent whatever.

TENTH

The number of Trustees of the Corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, provided the number of Trustees of the Corporation shall not be fewer than the number required by law. In case of any increase in the number of Trustees, the additional Trustees may be elected by the Trustees then in office, and the Trustees so elected shall hold office until the next annual meeting of the members and until their successors are elected and qualified. No person may be a trustee of the corporation or continue to be such a trustee unless he is a member of the corporation and unless he satisfies such additional requirements for membership in the Board of Trustees as may be set forth from time to time in the By-Laws of the Corporation.

ELEVENTH

A voluntary sale, lease or exchange of all of the property and assets of the Corporation, including its good will and its corporate franchises, may be made by the Board of Trustees upon such terms and conditions as it may deem expedient and for the best interests of the Corporation.

TWELFTH

Except as may be otherwise provided in Article SECOND above, no contract or other transaction between the Corporation and any other corporation and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the Trustees of the Corporation are pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Trustees or a majority thereof; and any Trustee of the corporation who is also a trustee or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting on the Board of Trustees of the Corporation which shall authorize any such contract or such transaction with like force and effect as if he were not such trustee or officer of such other corporation or not so interested.

THIRTEENTH

The Board of Trustees is expressly authorized to repeal and amend the By-Laws of the Corporation and to adopt new By-Laws, and the Corporation reserves the right to amend, alter, change or repeal any provision contained the these Articles of Incorporation, in the manner now or hereafter prescribed by law, by a majority vote of the members, represented in person or by proxy, at any annual meeting of the members or at any meeting duly called for that purpose, or by a consent in lieu of meeting, except where the laws of the said State of Idaho otherwise require. It is provided, however, that a two-thirds vote of the members, represented in person or by consent in lieu of meeting, shall be necessary for any amendment to Article SIXTH of the Articles of Incorporation. It is provided further, that the members of the Corporation may repeal, amend and adopt By-Laws, as may the Board of Trustees. It is provided, further, that no action by the Board of Trustees to adopt, amend or repeal any by-law of the Corporation shall take effect until sixty (60) days after notice of that action has been given to all members of the Corporation.

FOURTEENTH

The first Board of Trustees of the Corporation was as set forth in the original Articles of Incorporation dated August 3, 1953, but for purposes only of these Amended Articles for Incorporation, the first Board of Trustees of this Corporation to serve after the effective date of these Amended Articles of Incorporation shall consist of the following named persons, who shall serve in said capacity until the times designated by their names below, and until their successors shall be elected and shall have qualified:

_____ Tinnin, Tom _____, until the 1977 annual meeting,
_____ Ensley, Thomas _____, until the 1977 annual meeting,
_____ Skyles, Robert _____, until the 1977 annual meeting,

_____ Huling, Marvin _____, until the 1978 annual meeting,
_____ Lepper, Lewis _____, until the 1978 annual meeting,
_____ Shervik, David _____, until the 1978 annual meeting,

Bollinger, Donald, until the 1979 annual meeting,
Itami, Dennis, until the 1979 annual meeting,
Smith, Brad, until the 1979 annual meeting.

The foregoing Trustees were elected at a regular meeting of the members of the Corporation held at 8:00 o'clock P.M. on the 26th of August, 1976, at 439 Orchard Avenue, Nampa, Idaho, and a majority of the members of the Corporation were present at the meeting and voted, and the foregoing persons were elected as Trustees of the Corporation. Each of the incorporators of this Corporation, by executing these Articles of Incorporation, verifies the facts herein contained and hereby certifies that prior to the election of Trustees notice of the time and place of holding such election was given by publication for a period of two (2) weeks in The Idaho Free Press, a newspaper of general circulation published in Nampa, Idaho, and also by posting a like notice in a conspicuous place on the building where such election was held.

Directors elected for terms after those for the initial Trustees set forth above, other than such Trustees as may be elected to fill vacancies as provided above, shall be elected for terms not exceeding three (3) years, as the By-Laws may provide.