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MAR : 1 2005

UT. DIV. of CORP. & COMM. CODE

ARTICLES OF INCORPORATION
of
Wasatch Peak Academy, Inc.

We, the undersigned natural persons over the age of eighteen (18), acting as incorporators, adopt the following Articles of Incorporation of Wasatch Peak Academy, Inc. (referred to as the "Corporation") under the Utah Non-Profit Corporation Act (referred to as the "Act"):

03-11-05P03:36 RCVD

ARTICLE I
Name

The name of the Corporation is Wasatch Peak Academy.

ARTICLE II
Duration

The period of duration of this corporation shall be 99 years or less.

ARTICLE III
Purposes

The specific purposes, but not limited to, for which the Corporation has been formed are enumerated:

- (a) To act and operate exclusively as a non-profit corporation pursuant to the laws of the State of Utah, and to act and operate as a charitable organization in lessening the burdens of government, providing relief of the poor, distressed or under-privileged, and promoting social welfare by reducing unemployment through economic development.
- (b) To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the foregoing and following purposes.
- (c) To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue code and are consistent with those powers described in the Utah Nonprofit Corporation and Cooperation Association Act, as amended and supplemented.
- (d) To solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity "in furtherance of, incidental to, or connected with any of the other purposes."
- (e) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation

for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth herein;

- (f) 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) of any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue code of 1954, as amended;
- (g) The corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).
- (h) Employ an attorney, investment adviser, accountant, broker, tax specialist, or any other agent, and pay reasonable compensation for all services performed by any of them as a Corporation expense.
- (i) Compromise, participate in mediation, submit to arbitration, release with or without consideration, extend time for payment, and otherwise adjust any claims in favor of or against the Corporation.
- (j) Commence or defend any litigation in the corporate name with respect to the Corporation or any Corporation property, at the expense of the Corporation.
- (k) Cease the Corporation's activities and terminate its existence by voluntary dissolution [if desired, add: and distribute assets on dissolution to members as provided by law, regardless of the provisions of Article 1396---6.02 Section A(3) or Article 1396---7.06 Section B(3) of the Revised Civil Statutes].
- (l) Do all acts, take part in any proceedings, and exercise all rights and privileges as could an absolute owner of Corporation property, subject to the limitations expressly stated in these Articles of Incorporation. The enumeration of powers in these Articles of Incorporation shall not limit the general or implied powers of the Corporation or any additional powers provided by law.

ARTICLE IV **Member/Stock**

The Corporation shall not have any class of members or stock.

ARTICLE V **By-Laws**

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the By-Laws. (U.C.A. Section 16-6a-206).

ARTICLE VI **Directors**

The number of directors of this corporation shall be three (3) or more than three, as fixed from time to time by the By-Laws of the Corporation. The number of directors constituting the present Board of Directors of the Corporation is three, and names and

Directors

The number of directors of this corporation shall be three (3) or more than three, as fixed from time to time by the By-Laws of the Corporation. The number of directors constituting the present Board of Directors of the Corporation is three, and names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are:

Rachel	Howe	673 E. 1050 N.	Bountiful	UT	84010
Amy	Hughes	1048 N. 450 E.	Bountiful	UT	84010
Jonathan	Hanks	72 W. 2550 S.	Bountiful	UT	84010

**ARTICLE VII
Incorporators**

Rachel	Howe	673 E. 1050 N.	Bountiful	UT	84010
Amy	Hughes	1048 N. 450 E.	Bountiful	UT	84010
Jonathan	Hanks	72 W. 2550 S.	Bountiful	UT	84010

**ARTICLE VIII
Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation shall be:

Corporation Service Company, Gateway Tower East, 10 East South Temple, Suite 900, Salt Lake City, Utah 84113. Such office may be changed, at any time, by the Board of Trustees without amendment of these Articles of Incorporation.

The Corporations initial registered agent at such address shall be:

Corporation Service Company

I hereby acknowledge and accept appointment as corporate registered agent:

Deborah D. Skipper
 Signature Deborah D. Skipper
 Asst. V. Pres.

**ARTICLE IX
Principal Place of Business**

The principal place of business of this Corporation is 300 N. Cutler Drive, North Salt Lake, Davis County, UT 84054. The business of this Corporation may be conducted in all counties of the State of Utah and in all states of the United States, and in all territories thereof, and in all foreign countries as the Board of Trustees shall determine.

Articles X Distributions

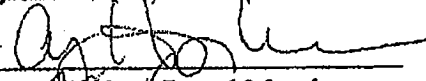
No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III 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 or in opposition to any candidate for public office. Notwithstanding any other provisions of these Articles of Incorporation, 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 Internal Revenue Code, as amended and supplemented, or (b) by a corporation, contributors to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended and supplemented.

Articles XI Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended or supplemented, or shall be distributed to the federal government or to a state or local government for the public purpose. Any such assets not so disposed of shall be disposed of by the district Court of the county in which the principal office of the corporation is then located, exclusively for such a purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

In Witness Whereof, we Rachel Howe, Amy Hughes, and Jonathan Hanks have executed these Articles of Incorporation in duplicate this 13 day of Jan 2005 and say: That we are all incorporators herein, that we have read the above foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of our knowledge and belief excepting as to matters herein alleged upon information and belief and as to those matters we believe are to be true.


Rachel Howe, Board President


Amy Hughes, Board Member


Jonathan Hanks, Board Member

STATE OF UTAH
DIVISION OF CORPORATIONS & COMMERCIAL CODE
In Person: 160 East 300 South, Main Floor
Salt Lake City, UT 84114-6705
Service Center: (801) 530-4849
Fax: (801) 530-6438

Corrected Articles of Incorporation

Please accept this copy of a corrected Articles of Incorporation. The only change that needs to be made is to add: ", Inc." at the end of Wasatch Peak Academy. The corrected name of the company should read: "Wasatch Peak Academy, Inc."

No other changes are to be made at this time.

Thank you,

Board of Directors,
Wasatch Peak Academy

*Sent w/ Josh
w/ Amy's signature
on 3/11/2007*

EXPEDITE

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JAN 26 2005

STATE OF UTAH

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State of Utah
 Department of Commerce
 Division of Corporations and Commercial Code

I hereby certified that the foregoing has been filed
 And approved on this 26 day of April 20 05
 In this office of this Division and hereby issued
 this Certificate thereof.

Examiner: LN Date: 4/27/05


 Kathy Berg
 Division Director

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