

**ARTICLES OF INCORPORATION
OF
VALLEY ARTS ACADEMY INC.**

The undersigned person, over the age of 18 years, acting as the Incorporator of a nonprofit corporation under the Utah Revised Nonprofit Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation for such Corporation.

ARTICLE I

NAME

The name of the Corporation is Valley Arts Academy Inc.

ARTICLE II

PERIOD OF DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE III

INITIAL REGISTERED OFFICE

The initial registered office of the Corporation is located at 107 S. 1470 E. Ste 303A, St. George, Utah 84790.

ARTICLE IV

PURPOSES

The Corporation is organized and shall be operated exclusively as a non-profit corporation for charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Within the limitations established by the preceding sentence, the corporation is organized and shall be operated primarily to operate a charter school located within Washington County School District, Washington County, UT.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred on non-profit corporations by the laws of the State of Utah including, without limitation, the power to purchase or otherwise acquire real or personal property and sell or otherwise convey the same.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, Trustees, officers, members, or other private individuals, except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth herein in accordance with Section 501(c)(3).

ARTICLE V

MEMBERS

The Corporation shall have voting members as set forth in the Bylaws duly adopted by the Board of Directors. The Corporation will not issue shares or certificates evidencing membership or interests in the Corporation.

ARTICLE VI

STOCK

The Corporation shall have no stock, and no dividends or pecuniary profits shall be declared or paid to the Directors or officers of the Corporation.

ARTICLE VII

BOARD OF DIRECTORS

The business and affairs of the Corporation shall be conducted by a Board of Directors consisting of not less than five (5) directors or more than seven (7) directors. The initial Board shall consist of five (5) directors. The names and addresses of the initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Street Address</u>
Trent Seegmiller	
Dawn Martin	
Gaylene Knoke	
Bill Brown	
Alisha Humphries	

The officers of the Corporation shall be a president, vice president, secretary, and treasurer, and such other officers or vice presidents as may be deemed necessary by the Board. The officers shall be appointed by the Board of Directors and shall hold office at the pleasure of the Board.

ARTICLE VIII

INCORPORATOR

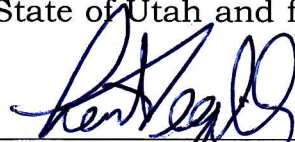
The name and street address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Street Address</u>
<u>Alisha Humphries</u>	[REDACTED]

ARTICLE IX

OFFICE AND REGISTERED AGENT

The location and street address of the Corporation's initial principal office is 107 S. 1470 E. Ste 303A, St. George, UT 84790. This office and/or agent may be changed at any time by the Board of Directors without amendment of these Articles of Incorporation. The lawful agent of the Corporation shall be TRENT T. SEEGMILLER and said agent is hereby appointed and authorized to accept and acknowledge service and upon whom may be served all necessary process in any actions that may be brought against the Corporation in the courts of the State of Utah and for all purposes required by law.



TRENT SEEGMILLER, AGENT

ARTICLE X

LIMITATION ON LIABILITY

No Director or officer of the Corporation shall be personally liable to the Corporation for civil claims arising from acts or omissions made in the performance of his or her duties as a Director or officer, unless the acts or omissions are the result of his or her intentional misconduct.

ARTICLE XI

TAX STATUS

It is intended that the Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of being described in Section 509(a)(2) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Code; nor shall any activity of the Corporation consist of participating or intervening (including the publishing or distributing of statements) in 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 other activity not permitted to be carried on (a) by a corporation exempt from the federal income tax under Section 501(c)(3) of the Internal Revenue Code, 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 Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XII
DISSOLUTION

Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the debts and obligations thereof, the assets remaining shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose as determined by the Board of Directors. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Utah, the undersigned, being the incorporator, has executed these Articles of Incorporation this 21st day of MAY, 2009.


Alisha Humphries, INCORPORATOR