

ARTICLES OF INCORPORATION
OF
ZANGLE NATIONAL USERS' GROUP

The undersigned incorporator(s), a natural person 18 years of age or older, in order to form a nonprofit corporation under Chapter 24.03 of the Revised Code of Washington, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME/REGISTERED OFFICE

The name of this corporation shall be ZANGLE NATIONAL USERS' GROUP.

The name of the Registered Agent of the Corporation is JOHN C. GETCHELL

The Registered Office of the Corporation is 4653 MAJESTIC DRIVE, BELLINGHAM, WA 98226

ARTICLE II

DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE III

PURPOSE

This corporation is organized exclusively for charitable and educational purposes. More specifically, such purposes include but are not limited to fostering and promoting assistance, problem-solving, training, collaboration and cooperation among public and private K-I 2 educational organizations that are users of software known as the Zangle student information system, and sponsoring conferences and seminars to enhance the efficient and effective use of the Zangle software by its member organizations. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

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The corporation shall provide other related services and/or activities as may be determined by its Board of Directors, so long as said services and/or activities do not exceed the scope of these stated purposes, nor shall they jeopardize the status of the Corporation by violating the intent of the applicable laws of the State of Washington, Chapter 24 RCW, and the Internal Revenue Code of the United States, section 501 (c)(3) of 1986.

ARTICLE IV

EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

I. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article III above.

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

ARTICLE V

MEMBERSHIP/BOARD OF DIRECTORS

The corporation shall have one or more classes of members, as provided in the corporation's bylaws. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

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The number of Directors constituting the first Board of Directors is seven (7), their names and addresses being as follows:

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| Name: Michael Wibben | Address: 2419 Chauncey Pl., Riverside, CA 92506 |
| Name: Betty Miller | Address: 818 Racine St., Bellingham, WA 98229 |
| Name: Darleen Garza | Address: 5160 Nolte Dr. N, Colorado Springs, CO 80916 |
| Name: Virginia Ramsey | Address: 3128 Wright St., Port Huron, MI 48060 |
| Name: Troy Leach | Address: 1424 San Simeon Ct. #2, Ventura, CA 93003 |
| Name: John Getchell | Address: 4653 Majestic Dr., Bellingham, WA 98226 |
| Name: Colleen Steed | Address: 1461 Bedford Dr., Camarillo, CA 93010 |

Members of the first Board of Directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the ByLaws.

ARTICLE VI

PERSONAL LIABILITY

No director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, except that no director's liability to the Corporation for monetary damages shall be eliminated or limited on account of any of the following: (i) any breach of the director's duty of loyalty to the Corporation or its members; (ii) any acts or omissions of the director not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) the director's assent to or participation in a loan by the Corporation to any director or officer of the Corporation; or (iv) any transaction in which the director received improper personal benefit. Nothing herein will be construed to deprive any director of the right to all defenses ordinarily available to a director nor will anything herein be construed to deprive any director of any right for contribution from any other director or other person.

Any repeal or modification of this Article VI shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

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ARTICLE VII

DISSOLUTION

At the time of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

ARTICLE VIII

INCORPORATOR(S)

The incorporator(s) of this corporation is/are:

JOHN C. GETCHELL, TREASURER, ZANGLE NATIONAL USERS' GROUP

The undersigned incorporator(s) certify(ies) that she/he/they execute(s) these articles for the purposes herein stated.

1 March 2007

Signature & Date