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Articles of Incorporation
Of

North Idaho Foster and Adoptive Parent's Association, Inc.

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the Corporation is North Idaho Foster and Adoptive Parent's Association, Inc.
2. The Corporation is a nonprofit corporation.
3. The period of its duration is perpetual.
4. The primary purpose of the Corporation is to facilitate improved care for children in foster placement and adoptive homes by providing enhanced services, support, and resources for foster and adoptive parents and foster and adoptive families.
5. The Corporation may conduct such other business as may be lawfully conducted by a nonprofit corporation.
6. The Corporation shall not discriminate on the basis of race, religion, sex, marital status, or ethnic background in carrying out any of its purposes and business.
7. The Corporation has a single voting membership class consisting of persons meeting the qualifications for membership specified in the bylaws adopted by the Corporation. Each member shall have the right to vote on all matters presented to the members.
8. The members of the Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation.
9. The Corporation shall indemnify each officer, director, and member serving on boards or committees, including former officers, directors, and committee members, to the full extent permitted by the Idaho Business Corporation Act and the Idaho Nonprofit Corporation Act. This indemnification extends to all actions contemplated by law taken by such persons in good faith, under actual or apparent authority of the Corporation, while under the reasonable belief that they were acting in the best interest of the Corporation in carrying out their assigned duties and responsibilities, or to positively promote or enhance the Corporation's image.
10. No dividend upon dissolution or at any other time shall be paid, and no part of the assets or net earnings or income of the Corporation shall inure, to the benefit of, or be distributable to the Corporation's members, trustees, officers, directors, or other private persons, except that the organizations 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 the purpose clause of these articles of incorporation or the Corporation's bylaws.

IDAHO SECRETARY OF STATE
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11. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
12. Notwithstanding any other provisions of these articles or the Corporation's bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code or (b) by an organization, 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.
13. The Corporation's officers and members of the Board of Directors in compliance with all applicable state and Federal laws governing nonprofit Corporations shall carry out any liquidation or dissolution of the Corporation. Upon 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, or 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. All such assets not disposed of shall be disposed of by the Court of Common Pleas 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.
14. Membership dues may be levied upon each member in such amounts and collected in such manner as the members and Board of Directors shall determine as provided in the bylaws of the Corporation.
15. The management of the Corporation shall be vested in its Board of Directors and not in its members. The authority of the Board of Directors shall be as provided by law and as specified in the bylaws of the Corporation. Any change in the number of directors at any time constituting the Board of Directors shall be made by amendment to the bylaws and not by amendment to the minimum number required by law. If necessary, the directors may divide into two or three classes for the purpose of providing staggered terms as allowed by law and as specified in the bylaws. No classification of directors shall be effective before the first annual meeting of members.
16. The number of directors constituting its initial Board of Directors is seven, whose names and addresses are:

Julie Maguire-President
10024 Hillview
Hayden, ID 83835
(208) 772-7563

Robert (Bob) Martin
HCR 01 Box 341
Naples, ID 83847
(208) 267-1075

Janene Stevens-Vice President
411 Forest Glen Blvd
Post Falls, ID 83854
(208) 777-2642

Trena Eustice, LSW
1160 Deschutes Ave
Post Falls, ID 83854

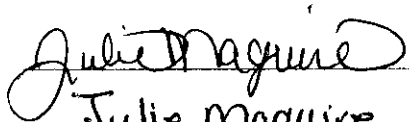
Pattee Templin-Secretary
30203 S 3rd St
Worley ID 83876
(208) 686-1244

Wes Howell
717 Diamond Heights
Oldtown, ID 83822
(208) 437-5737

Ricann Foster-Treasurer
1317 E Wallace
CDA, ID 83814
(208) 769-1515-wk

17. The address of its initial registered office is 10024 Hillview, Hayden, ID 83835. The name of its initial registered agent at such address is Julie Maguire.
18. These articles may be amended only with the two-thirds approval of the Board of Directors and the approval of a majority vote of the members at meetings where a quorum is present.

Dated: 3/14/02


_____, Incorporator
Julie Maguire
10024 Hillview
Hayden ID 83835