

ARTICLES OF INCORPORATION  
OF  
CASTLEFORD CHILD DEVELOPMENT CENTER, INC.

FILED

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In compliance with the requirements of the laws of the State of Idaho relating to non-profit corporations and acts amendatory and supplemental thereto, including particularly Chapter 30, Title 301 et seq. of the Idaho Code, the undersigned natural persons, each of whom are of full age and residence of the United States, in order to form a non-profit corporation for the purposes hereinafter stated, do hereby as incorporators, adopt the following Articles of Incorporation, and certify:

ARTICLE I  
NAME

The name of this corporation is CASTLEFORD CHILD DEVELOPMENT CENTER, INC. hereinafter called the "Corporation."

ARTICLE II  
NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Idaho. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

ARTICLE III  
ADDRESS

The principal office of the Corporation is located at 3646 N. 900 E., Castleford, Idaho 83321.

ARTICLE IV  
DURATION

The duration of the corporation is perpetual.

ARTICLE V  
PURPOSE AND POWERS OF THE CORPORATION

The purpose of this Corporation shall be to provide for a reliable source of child development services to suit the needs of children and any additions thereto as may hereafter be brought within the jurisdiction of this Corporation by annexation as provided in the Declaration referred to below, and to promote the recreation, health, safety and welfare of the members hereof, and for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in that certain By-Laws of the Castleford Child Development Center.

IDAHO SECRETARY OF STATE

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(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the By-Laws; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges imposed against the property of the Corporation;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain real or personal property in connection with the affairs of the Corporation;

(d) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property and Common Area, subject to those restrictions contained in the By-Laws and any amendments thereto; and

(e) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Laws of the State of Idaho by law may now or hereafter have or exercise.

#### **ARTICLE VI VOTING RIGHTS**

The Corporation shall have one class of voting stock. Each member shall be entitled to cast one vote or fractional vote as set forth by their membership interest shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any member. Voting by proxy shall be permitted, provided, proxies shall not be valid for a period in excess of eleven (11) months from their date of execution and shall automatically terminate if the grantor of the proxy ceases to be a member of the Corporation.

#### **ARTICLE VIII BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of at least <sup>three</sup> (3) Directors, who must be members of the Corporation, at meetings duly held pursuant to the By-Laws and at which a quorum is present in person or by proxy. A quorum shall consist of a majority of the Directors present in person or by proxy. The Board, by majority vote, may remove an officer of the Corporation.

At the first regular meeting the members shall elect Directors for a term of one year. (Vacancies during the terms shall be filled by appointment by a majority of the remaining Directors.)

#### **ARTICLE IX DISSOLUTION**

The Corporation may be dissolved only upon compliance with one of the following conditions:

(a) One or more public agencies assuming all duties and

responsibilities of the Corporation; or,

(b) Merger or consolidation with a similar non-profit corporation to carry out the duties and responsibilities of the Corporation including the specific financial accounts as required by the By-Laws and/or the Declaration.

Upon compliance with the above requirements, the Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to the appropriate public agency, or agencies, to be used for purposes similar to those for which the Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. No part of the assets of such dissolution shall inure to the benefit of any member.

#### **ARTICLE X INCORPORATOR**

The name and address of the incorporator is Geianne Choate, 3646 N. 900 E. Castleford, Idaho 83321.

#### **ARTICLE XI REGISTERED AGENT**

Geianne Choate is hereby appointed the initial registered agent of this Corporation. At 3646 N. 900 E. Castleford, Idaho 83321

#### **ARTICLE XII DIRECTORS**

The names and addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Geianne Choate	3646 N. 900 E., Castleford, Idaho 83321
Kristen Kline	881 E. 3900 N., Buhl, Idaho 83316

#### **ARTICLE XIII LIMITATION**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, or Officers, but 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 I (Purposes) hereof.

#### ARTICLE XIV OFFICERS

The Officers of the Corporation shall consist of a President, Vice President Secretary, Treasurer and such other Officers and Assistance Officers as may be provided in the By-Laws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the By-Laws. The name and addresses of each initial Officer of the Corporation is as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Geianne Choate	3646 N. 900 E., Castlefjord, Idaho 83321	President/Treasurer
Kristen Kline	881 E. 3900 N., Buhl, Idaho 83316	Vice-President/Secretary

#### ARTICLE XV AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Idaho, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to Idaho law.

Amendments to these Articles shall require the assent of those members casting two-thirds (2/3) of the votes of the Corporation membership at any regular member's meeting called specifically for that purpose.

#### ARTICLE XVI INDEMNIFICATION

The Corporation shall indemnify each Officer and Director including former Officers and Directors to the full extent permitted by the laws of the State of Idaho.

#### ARTICLE XVII BY-LAWS

The By-Laws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

The Power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors, but all alternatives, amendments and repeals of the By-Laws must be approved by a majority of the Voting Members.

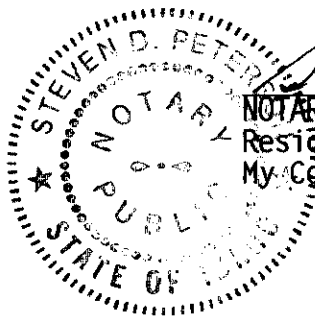
IN WITNESS WHEREOF the undersigned have signed these Articles of Incorporation on this 25 day of June, 1999.

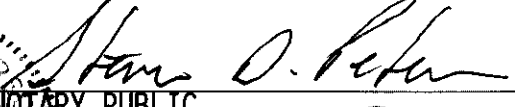
  
GEIANNE CHOATE  
Incorporator

STATE OF IDAHO                     )  
  ) ss.  
County of Twin Falls             )

On this 25 day of June, 1999, before me, the undersigned, a Notary Public in and for said State, personally appeared GEIANNE CHOATE, known to me to be the Incorporator of Castleford Child Development Center, the corporation whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.



  
NOTARY PUBLIC


Residing at: Twin Falls, ID

My Commission Expires: 5-2-2000

#### ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of CASTLEFORD CHILD DEVELOPMENT CENTER which is contained in the foregoing Articles of Incorporation.

Dated this 25 day of June, 1999.

  
GEIANNE CHOATE  
Registered Agent