

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PALLADIUMS FOR KIDS, INCORPORATED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of PALLADIUMS FOR KIDS, INCORPORATED duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: July 23, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Valerie Flint

ARTICLES OF INCORPORATION
OF
PALLADIUMS FOR KIDS, INCORPORATED

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ARTICLE ONE:

The name of the corporation shall be PALLADIUMS FOR KIDS, INCORPORATED (hereinafter: The Corporation).

ARTICLE TWO:

The purpose of the corporation shall be to provide educational, vocational and behavioral guidance and to promote the health, social and character development of adolescents, irrespective of race, color, creed or national origin; to receive, invest and disburse funds; and to hold property for the purposes of the corporation.

This corporation shall have no capital stock, its object and purpose being solely of a benevolent character and is organized for nonprofit purposes, and no part of any of the net earnings there of shall inure to the benefit of any member or other individual.

ARTICLE THREE:

By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers whose names are set out below, have been duly elected.

ARTICLE FOUR:

The effective date of organization of the corporation shall be the date of filing with the Secretary of the State.

ARTICLE FIVE:

The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.

a) The name and address of the initial registered agent is:

Lin Byrd
E. 3470 Sky Blue Drive
Post Falls, ID 83854

b) The address of the initial registered office of the corporation in Idaho is:

E. 3470 Sky Blue Drive
Post Falls, ID 83854

c) The name, residence, and address of each of the initial directors and officers of the corporation are as follows:

President:	Lin Byrd	E. 3470 Sky Blue Drive Post Falls, ID 83854
Treasurer:	Lin Byrd	E. 3470 Sky Blue Dr. Post Falls, ID 83854
Secretary:	Dawnika Byrd	E. 3470 Sky Blue Dr. Post Falls, ID 83854

Directors: (or officers having the powers of directors)

Lin Byrd E. 3470 Sky Blue Drive, Post Falls, ID
Pat Mecham, Pastor N. 202 Park Ave. Post Falls, ID
Steve Schurkey PO Box 1597 Coeur d'Alene, ID

d) The date initially adopted on which the corporation's fiscal year ends is:

Calendar year December 31

e) The date initially fixed in the by-laws for the annual meeting of members of the corporation is:

Third Thursday in March

ARTICLE SIX

The corporation shall have the following powers in furtherance of its corporate purposes:

a) The corporation shall have perpetual succession in its

corporate name.

- b) The corporation may sue and be sued.
- c) The corporation may have a corporate seal which it may alter at pleasure.
- d) The corporation may elect or appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations.
- e) The corporation may purchase, receive or take by grants, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any other interest therein, wherever situated, in an unlimited amount.
- f) The corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.
- g) The corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated.
- h) The corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.
- i) The corporation may make contracts, give guarantees in furtherance of its corporate purposes and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.
- j) The corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- k) The corporation may do business, carry on its operations, and have offices in any jurisdiction within or without the United States, although the corporation shall not be operated for the primary purpose of carrying on for profit a trade or business unrelated to its tax exempt purposes.

l) The corporation may pay pensions, establish and carry out pensions, savings, thrift and other retirement and benefit plans, trusts and provisions for any or all of its directors, officers, and employees.

m) The corporation may make donations in such amounts as the members or directors shall determine, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic, or similar purposes, and in time of war or other national emergency in aid thereof; provided that, as long as the corporation is entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code, it shall make no contribution for other than religious, charitable, scientific, testing for public safety, literary or educational purposes or for the prevention of cruelty to children or animals.

n) The corporation may be an incorporator of other corporations of any type or kind.

o) The corporation may be a partner in any business enterprise which it would have power to conduct by itself.

p) The directors may make, amend or repeal the bylaws in whole or in part, except with respect to any provision thereof which bylaw or the bylaws requires action by the members.

q) Meetings of the members may be held anywhere in the United States.

r) The corporation shall, to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby, indemnify each of its directors, officers, employees and other agents (including persons who serve at its request as directors, officers, employees or their agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a director, officer, employee or agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; provided, however, that as to any matter disposed of by a compromise payment by such director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses

shall be provided unless such compromise shall be approved as in the best interests of the corporation after notice that it involves such indemnification: (a) by a disinterested majority of the directors then in office; or (b) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation. Expenses including counsel fees, reasonably incurred by any such director, officer, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding, may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of any undertaking by such individual to repay the amounts so paid to the corporation if he shall be not entitled to indemnification. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by "directors" "officers," "employees" and "agents" including their respective heirs, executors and administrators, and an "interested" director is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

s) No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director, officer, or member of this corporation individually, or any individual having any interest in any concern in which any such directors, officers, members, or individuals have any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction, or other act of this corporation, and

1) such contract, transaction, or act shall not be in any way invalidated or otherwise affected by the fact;

2) no such director, officer, member, or individual shall be liable to account to this corporation for any profit or benefit realized through any such contract, transaction, or act; and

3) any such director of this corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction, or act, and may vote to authorize the same;

the term "interest" including personal interest and interest as a director, officer, stockholder, shareholder, trustee, member or beneficiary of any concern; the term "concern" meaning any

corporation, associations, trust, partnership, firm, person, or other entity other than this corporation.

t) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

u) Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be disposed of to one or more organizations that are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

v) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the articles of organization or the bylaws of the corporation, the following provisions shall apply:

The directors shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

The directors shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code; not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

w) The corporation shall have and may exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed; provided that no such power shall be exercised in a manner inconsistent with the general laws and provided, further, that the corporation shall not engage in any activity or exercise any power which would deprive it of any exemption from federal income tax which the corporation may receive under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and as said sections may from time to time be amended or added to, or under any successor sections thereto. Powers of this corporation shall be exercised only in such manner as to assure charitable, educational and scientific purposes, as so defined, it being the intention that this corporation shall be exempt from Federal Income taxes and that contributions to it shall be deductible pursuant to said sections of said Code, and all purposes and powers herein shall be interpreted and exercised consistent with this intention.

y) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; and (ii) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.

ARTICLE SEVEN

The name and street address of the incorporator is:

Lin Byrd E. 3470 SkyBlue Dr. Post Falls, ID 83854

The undersigned, acting as incorporator under the Idaho Non-profit Corporation Act, hereby adopts these Articles of Incorporation this: 29th day of June 1992

I, the below signed INCORPORATOR do hereby certify under the pains and penalties of perjury that I have not been convicted of any crimes relating to alcohol or gaming within the past ten years; I do hereby further certify that to the best of my knowledge the above named principal officers have not been similarly convicted.

IN WITNESS WHEREOF I have hereunto set my hand this
29 day of June, 1992.




Lin M. Byrd, Incorporator

STATE OF IDAHO

County of Kootenai

} ss.
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On this 29th day of June, 1992, before me, a Notary Public in and for the State of Idaho, personally appeared LIN BYRD, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.



NOTARY PUBLIC FOR IDAHO
Residing at Coeur d'Alene
My Commission Expires: 12/14/93