

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION  
OF  
CREATE FOR OUR CHILDREN CORPORATION**

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The undersigned, acting as the incorporator of Create for our Children Corporation, a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

**ARTICLE I  
NAME OF CORPORATION**

The name of the Corporation is CREATE FOR OUR CHILDREN CORPORATION.

**ARTICLE II  
STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III  
PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The location of the Corporation is in the City of Ketchum, County of Blaine, and in the State of Idaho. The address of the initial registered office is 459 Thistle Lane, Ketchum, Idaho, and the name of the initial registered agent at this address is Kristen Albright.

**ARTICLE V  
PURPOSES**

The purposes for which the Corporation is organized and will be operated are as follows:

**A. Solicit and Collect Grants.**

- a. To solicit and collect grants of money, property and services from federal, state and local governments, agencies, private persons, associations, corporations, and foundations.

**B. Utilize Resources.**

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- a. To utilize these resources to provide charitable and educational services to children's causes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, including for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

**C. Promote The General Well-Being.**

- a. To promote the general well-being of children both within and without the state of Idaho, by providing benefits and services to eligible recipients for the purpose of:
  - i. Educational Opportunities
  - ii. Health Opportunities
  - iii. Housing Opportunities
  - iv. Cultural Awareness
  - v. Civil Rights

**D. Other Activities.**

- a. To engage in such other activities as may be necessary or appropriate for the promotion of these goals and objectives, as long as such activities are consistent with the tax exempt status of the Create for our Children Corporation under Section 501(c)(3) of the Internal Revenue Code and the Idaho Nonprofit Corporation Act.

**ARTICLE VI  
LIMITATIONS**

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributed to, its directors, officers, or other private persons except that 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 V hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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. Notwithstanding any other provisions 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, as amended from time to time.

**ARTICLE VII  
NO MEMBERS**

The corporation shall not have any members.

**ARTICLE VIII  
BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which number shall be no less than three. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The Board of Directors: Kristen Albright PO Box 133 Ketchum, ID 83340  
Shayne Adams 684 Beach Haven Rd Eastsound, WA 98245  
Elizabeth Belts-Kauffman PO Box 2950 Ketchum, ID 83340

**ARTICLE IX  
DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

**ARTICLE X  
INCORPORATOR**

The name and street address of the incorporator is Kristen Albright, 459 Thistle Lane, Ketchum, Idaho.

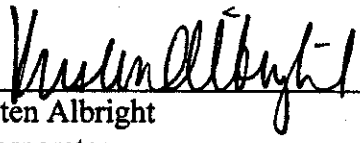
**ARTICLE XI  
BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

**ARTICLE XII  
AMENDMENTS**

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 5<sup>th</sup> day of February, 2007.

  
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Kristen Albright  
Incorporator