

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PARENTS REACHING OUT TO PARENTS INC.

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 PARENTS REACHING
OUT TO PARENTS INC.

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

March 14

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Pete Cenarrusa
SECRETARY OF STATE

Sasha Mathews
Corporation Clerk

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ARTICLES OF INCORPORATION
OF
PARENTS REACHING OUT TO PARENTS INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, for the purpose of forming a non-profit corporation under the laws of the State of Idaho relating to charitable and education corporations have entered into the following arrangements:

ARTICLE I

Name

The name of this corporation shall be PARENTS REACHING OUT TO PARENTS INC. This corporation shall be a non-profit corporation.

ARTICLE II

Location

The principal office and location of PARENTS REACHING OUT TO PARENTS INC., 2195 Ironwood Crt., Coeur d'Alene, Idaho 83814.

ARTICLE III

Duration of Corporation

The PARENTS REACHING OUT TO PARENTS INC. shall continue in perpetual succession unless and until dissolved in the manner set forth in Article VI of these Articles of Incorporation.

1. ARTICLES OF INCORPORATION

ARTICLE IV

Purposes

The purpose for which this corporation is formed are:

- A. To provide information understanding and emotional support to parents of high-risk and newly identified children with disabilities.
- B. To procure, accept and administer grants, donations and/or loans from any public or private source for the above purposes; provided, that the private property of the officers, directors and stockholders of the corporation shall be exempt from the debts of the corporation, and no officer, director or stockholder shall be jointly or severally liable or responsible for any debts or liability or responsible for any debts or liability of the corporation on account of such status or conduct incidental to or required by such office, role, or status.
- C. This association is one which is not organized for pecuniary gain or profit to its members and is organized for non-profit purposes, it being the intent of this association and its power limited to fully comply with the rules and regulations of the Internal Revenue Code and specifically Section 501 (c) (3), Internal Revenue Code of 1954, and any amendments thereto, and these articles shall be so construed in the event of ambiguity or inconsistency.
- D. To generally engage in, do and perform, any enterprise act, or vocation that a person might or could do or perform; so long as in conformance with the other purposes herein enumerated.

2. ARTICLES OF INCORPORATION

E. To purchase or sell, hypothecate, mortgage and lease such real property and personal property as may be necessary for the purposes of the corporation, and to execute deeds, contracts, agreement and obligations, the purposes whereof are consonant with the laws of the State of Idaho under which this corporation is formed and to accept and execute any trust, the purpose whereof if lawful under the said laws and consistent with the purpose of this corporation; and to do each and everything necessary, suitable or proper for the accomplishment of any of the purposes herein enumerated, or which may, at any time, appear conducive or expedient or the benefit or protection of this corporation.

F. This corporation shall have no capital stock, no dividends shall ever be declared or profits distributed, and no part of the net earning of the corporation shall be distributed to, used for, or inure to the benefit of any private shareholder, trustee, director, or individual.

ARTICLE V

Management

The affairs of this corporation shall be conducted by a Board of Directors of at least 2 in number, with the exact number, manner of selection and qualifications as determined by the By-Laws. The Board of Directors may appoint an Executive Committee which shall possess and may exercise the powers of the Board of Directors in the management and direction of the affairs of the corporation during the intervals between meetings of the

3. ARTICLES OF INCORPORATION

Board of Directors.

The names and addresses of the persons who are to act in the capacity of "Directors", and who shall be known as "Directors", are:

<u>Names</u>	<u>Addresses</u>
Tracy C. Leinbaugh	213 Sherman Ave. Coeurd'Alene, Id., 83814
Jodie Parker	2710 Harrison Ave. Coeur d'Alene, Id., 83814

The number of persons named above shall not necessarily constitute the number of directors of the association, but the members shall have the power to adopt By-Laws, which By-Laws shall provide in detail for the number of officers and directors to govern such association.

The Board of Directors shall have the general power to act for and on behalf of the corporation in any manner not prohibited by statute or by these Articles of Incorporation. Said Board shall, specifically, and not by way of limitation, have the power to sell, lease, exchange, mortgage, pledge or make other disposition of the business, property, assets or franchises of the corporation upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property, real, personal or mixed, as shall be authorized by the Board, provided that whenever the directors desire to sell, exchange or lease the principal part of all of the business, they may do so only upon a vote of two-thirds of the entire membership of the corporation at a meeting duly called for such purpose.

4. ARTICLES OF INCORPORATION

The term "sell, exchange, or lease" as herein used shall not include mortgage or pledge. Instruments of conveyance or encumbrances as herein authorized shall be executed by the President or Vice President of the corporation and be attested by the Secretary and Treasurer thereof.

ARTICLE VI

Dissolution

In the event of the existence of the corporation for any reason be terminated, all funds of the corporation shall, after the payment of its liabilities, be distributed exclusively to qualified Internal Revenue Code tax exempt charitable institutions and purposes as selected by the Board.

ARTICLE VII

Officers

The officers of this corporation shall be President and Secretary/Treasurer to be qualified and elected in such manner and for such term as provided in the By-Laws.

ARTICLE VIII

Sale of Property

Sale, conveyance or encumbrance of all or any part of the property of the company may be made by the Board of Directors, provided however, that such sale, conveyance or encumbrance is authorized by a majority of a quorum of the members present at a regular membership meeting or a special membership meeting called for the purpose, and instruments of conveyance or encumbrance shall be executed on behalf of the company by the President and

5. ARTICLES OF INCORPORATION

attested by the Secretary of the company.

ARTICLE IX

No Pecuniary Profit

No officer, Director or member shall at any time receive or become entitled to receive any pecuniary profit from the operation hereof either by dividend or other distribution or by payment of any salary, wage, or reward of any kind in excess of reasonable compensation for services actually rendered by an officer, agent, Director or employee or member of the corporation.

ARTICLE X

Powers of the Corporation and Directors

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any director, member, or other private individual, except that the corporation shall be authorized and empower to pay reasonable compensation for the service rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE IV hereof.

ARTICLE XI

Street Address

The address of the registered office of this corporation shall be 213 Sherman Ave., Coeur d'Alene, Idaho 83814. The registered agent shall be Tracy Leinbaugh, 213 Sherman Ave., Coeur d'Alene, Idaho 83814.

6. ARTICLES OF INCORPORATION

ARTICLE XII

Membership

This non-profit corporation shall have members and they shall be classified as follows:

- A. A person who is involved in the program and who receives a certificate of membership issued by the corporation.
- B. Each member shall be entitled to one (1) vote.

IN WITNESS WHEREOF, we have hereunto set our hands this 26 day of Feb, 1988.

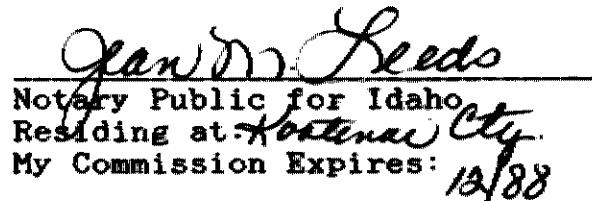

Tracy C. Leinbaugh, Incorporator


Jodie Parker, Incorporator

STATE OF IDAHO)
ss.
County of Kootenai)

On this 26 day of February, 1988, before me, the undersigned Notary Public, personally appeared, TRACY C. LEINBAUGH known to me to be the Incorporator of the corporation and that the document was executed on behalf of the said corporation and it was acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.


Janice Leeds
Notary Public for Idaho
Residing at Kootenai City
My Commission Expires: 12/88

7. ARTICLES OF INCORPORATION

STATE OF IDAHO)
ss.
County of Kootenai)

On this 26 day of February, 1987, before me, the undersigned Notary Public, personally appeared, JODIE PARKER, known to be the Incorporator of the corporation and that the document was executed on behalf of the said corporation and it was acknowledge to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

Jewell Leeds
Notary Public for Idaho
Residing at: Kootenay City.
My Commission Expires: 12/88