

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

SHADETREE, 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 the above named corporation, duly signed pursuant to the provisions of the Idaho Business 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 18, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

1. The name of the corporation is Shadetree, Inc.

2. The period of its duration is perpetual.

3. Its purpose is to operate a day care center. It shall also be authorized to conduct all other business not forbidden by law.

4. It shall have authority to issue twenty thousand (20,000) shares of common stock, with no par value.

5. There shall be no Board of Directors. All corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be managed under the direction of the shareholders.

6. The address of its initial registered office is 8083 Fairview Avenue, Boise, Idaho 83704. The name of its official registered agent at such address is Richard Breinholt.

7. The name and address of the incorporators are:

Richard Breinholt and Susan Breinholt
1976 Star Lane
Meridian, Idaho 83642


Richard Breinholt


Susan Breinholt

DATED this 1st day of November, 1990.