

FILED EFFECTIVE

ARTICLES OF INCORPORATION

of

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KIDS IN ACTION INCORPORATED

SECRETARY OF STATE
STATE OF IDAHO

A Nonprofit Corporation

Pursuant to the provisions of the Nonprofit Corporations act of the State of Idaho, the undersigned incorporators hereby adopt the following Articles of Incorporation:

ARTICLE 1

The name of this corporation is **KIDS IN ACTION INCORPORATED**

ARTICLE 2

The name and address of the registered agent and registered office of this corporations is:

**VINCE TULLOCK
8200 Highway 44
Middleton, Idaho 83644**

ARTICLE 3

The purposes for which this corporation is organized are:

1. To establish a non-profit pre-school, alternative school and full-family wellness center, to teach classes on raising kids, marriage and family, sports training and tutoring;
2. To issue memberships;
3. To receive money (contributions, bequests, dues, admission fees, charges for services, etc.) and make donations;
4. To have standing to participate in the legal process. To sue or defend in court;
5. To make contracts and incur liabilities;
6. To elect or appoint officers and directors and to indemnify them against liability;
7. To own or hold both real and personal property and to dispose of it;
8. To pay compensation and establish pension plans for employees;

IDAHO SECRETARY OF STATE
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9. To operate a for-profit business (and to pay taxes on any income unrelated to its tax exempt purpose); and

10. Generally, to do anything lawful and necessary for the corporation to carry out its notprofit purposes.

This corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 4

The management of the affairs of the corporation is to be vested in its members pursuant to Section 30-314(c) of the Idaho Code.

ARTICLE 5

The number of initial directors of this corporation shall be four (4), and the names and address of the initial directors are as follows:

VINCE TULLOCK
8200 Highway 44
Middleton, Idaho 83644

DARCI TULLOCK
8200 Highway 44
Middleton, Idaho 83644

TIM HEDSTROM
16199 Sandhollow Road
Caldwell, Idaho 83607

LAWANDA L. BRISCOE
505 Mountain Loop Street
Middleton, Idaho 83644

ARTICLE 6

The names and address of the initial incorporator of this corporation are:

VINCE TULLOCK
8200 Highway 44
Middleton, Idaho 83644

ARTICLE 7

The period of duration of this corporation is: **PERPETUAL**

ARTICLE 8

The corporation does not have voting members; and the classes, rights, privileges, qualifications, and obligations of members of this corporation are as stated in the Bylaws of this corporation.

ARTICLE 9 - LIMITATION ON POLITICAL ACTIVITIES

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation [except at otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in [including the publishing or distribution of statements], any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE 10 - LIMITATION ON PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, or other private persons, except that this 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 these articles.

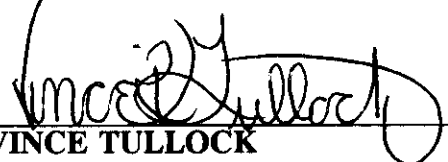
ARTICLE 11 - DEDICATION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated this 1st day of June, 2003.


VINCE TULLOCK