

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
THE JOYOUS HEART ASSOCIATION, INC.**

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SECRETARY OF STATE
STATE OF IDAHO

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

ARTICLE 1. NAME

The name of the corporation is THE JOYOUS HEART ASSOCIATION, INC. (the "Association").

ARTICLE 2. PERIOD OF DURATION

The period of duration of the Association is perpetual.

ARTICLE 3. PURPOSES AND POWERS

3.1 Purposes.

3.1.1 Specific Purpose.

The Association is organized exclusively for charitable, religious, educational, and scientific purposes, 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, (the "Code") or the corresponding section of any future federal tax code.

3.1.2 General Powers

In general and subject to such limitations and conditions as are prescribed by law, by these articles of incorporation, or by the Bylaws of the Association, the Association shall have the authority to (a) exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value, and (b) engage in any and all such activities as are incidental or conducive to the attainment of the purposes of the Association set forth in Section 3.1.1 hereof. Nothing herein contained shall be deemed to authorize or permit the Association to carry on any business for profit, to exercise any power, or to don any act that a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

IDAHO SECRETARY OF STATE
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3.2 Limitations

3.2.1 Nonprofit Status.

The Association shall not have or issue shares of stock. The Association is not organized for profit, and no part of its net earnings shall inure to the benefit of any director, officer or member, if any, of the Association, or any private individual, except the Association shall be authorized and empowered to pay reasonable compensation to its directors and officers for services rendered, and to make payments and distributions in furtherance of the purposes of the Association and subject to the limitations of Section 3.2.2 and Section 3.2.3 hereof.

3.2.2 Distributions; Dissolution.

No director, officer, or member, if any, of the Association, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Association or the winding up of affairs. Upon termination or dissolution of the Association, if there shall be any balance of assets and funds of the Association after payment of provision for all debts of the Association and the necessary expenses of liquidation, the Board of Directors shall distribute such funds or assets in accordance with the applicable provisions of the Act, and in accordance with the requirements of Section 501(c)(3) of the Code. IN the event the purposes set forth herein become impracticable or incapable of fulfillment, the assets, earnings and property of the Association shall be distributed by the Board of Directors exclusively in aid of such a corporation, fund or association organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code. Any such assets not so distributed by the Board of Directors shall be distributed by the district court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organizations as such court shall determine to be consistent with the purposes of the Association.

3.2.3 Prohibited Activity.

(a) No part of the net earnings or the assets of the Association shall inure to the benefit of, or be distributable to, its directors, officers or member, if any, except that the Association 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 Section 3.1.1 hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association 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 provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from the federal income tax under Section 501(c) of the Code.

(b) If for any period of periods of time, the Association is treated as a "private foundation" pursuant to Section 509 of the Code, then during such period of periods, the Board of Directors shall distribute the Association's income at such time and in such manner so as not

to subject the Association to tax under Section 4942 of the Code, and the Association shall not (i) engage in any act of self-dealing (as defined in Section 4941(d) of the Code), (ii) retain any excess business holdings (as defined in Section 4943(c) of the Code) which would subject the Association to tax under Section 4943 if the Code, (iii) make any investments or otherwise acquire assets in such manner so as to subject the Association to tax under Section 4944 of the Code, or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code).

ARTICLE 4. NO MEMBERS

The Association shall have no members.

ARTICLE 5. BOARD OF DIRECTORS

5.1 Initial Board of Directors.

The affairs of the Association shall be managed by its Board of Directors. The power to adopt, alter or repeal the Bylaws of the Association shall be vested in the Board of Directors. The initial number of directors shall consist of three individuals. The names and addresses of the initial directors who are to serve until their successors have been elected are:

<u>Name</u>	<u>Address</u>
Jacqueline Franks	212 W. Ashbourne Drive Eagle, ID 83616
Michael J. Ward	212 W. Ashbourne Drive Eagle, ID 83616
Marcia M. Warne, PhD	212 W. Ashbourne Drive Eagle, ID 83616
Kim Knowlton	212 W. Ashbourne Drive Eagle, ID 83616

5.2 Directors Set in Bylaws.

Other than the directors constituting the initial Board of Directors, the number of directors shall be determined in accordance with the Bylaws and directors shall be elected by the existing members of the Board of Directors in the manner and for the term provided in the Bylaws of the Association.

ARTICLE 6. REGISTERED OFFICE / AGENT / MAILING ADDRESS

The address of the initial registered office of the Association is 212 W. Ashbourne Drive, Eagle, Idaho 83616, and the name of its registered agent is Jacqueline Franks. The mailing address of the Association shall be 212 W. Ashbourne Drive, Eagle, Idaho 83616.

ARTICLE 7. BYLAWS

Provisions for the regulation of the internal affairs of the Association shall be set forth in the Bylaws. The Board of Directors of the Association shall be authorized to amend the Association's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

ARTICLE 8. AMENDMENT OF ARTICLES

The Association reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by law.

ARTICLE 9. INCORPORATOR

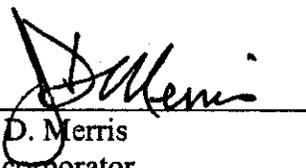
The name and address of the incorporator are:

J. D. Merris
913 West River Street, Suite 420
Boise, ID 83702

ARTICLE 10. LIMITATION OF DIRECTOR LIABILITY

To the full extent that the Act (as it exists on the date hereof or as it may hereafter be amended) permits the limitation or elimination of the liability of directors, a director of the Association shall not be liable to the Association or its members, if any, for monetary damages for conduct of a director. Any amendments to or repeal of this Article 10 shall not adversely affect any right or protection of a director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the Act is amended in the future to authorize corporate action further eliminating or limiting personal liability of directors, then the liability of a director of the Association shall be eliminated or limited to the full extent permitted by the Act, as so amended, without requirement of further action by the Association.

DATED this 21st day of February, 2008.



J. D. Merris
Incorporator