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State of Idaho

Department of State

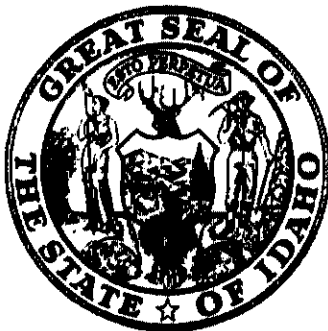
CERTIFICATE OF INCORPORATION OF

IDAHO PRIVATE CHILD CARE ASSOCIATION, 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 IDAHO PRIVATE CHILD CARE ASSOCIATION, 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: January 30, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

Angie H. Hoken

Corporation Clerk

JUN 30 9 26 AM '92
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
IDAHO PRIVATE CHILD CARE ASSOCIATION, INC.**

In compliance with the requirements of the law of Idaho relating to nonprofit corporations and acts amendatory and supplemental thereto, including particularly Idaho Code Section 30-201, the undersigned natural persons, being of full age and residents of the United States, in order to form a nonprofit corporation for the purposes hereinafter stated, do hereby as incorporators, adopt the following Articles of Incorporation and certify:

ARTICLE I

The name of this corporation is **IDAHO PRIVATE CHILD CARE ASSOCIATION, INC.** hereinafter called the "Corporation".

ARTICLE II

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. The duration of this Corporation is perpetual. It is organized under the Idaho Nonprofit Corporation Act, Idaho Code 30-301, et seq., now existing or as the same may be hereinafter amended.

ARTICLE III

The public purpose for which this Corporation is organized include, but are not limited to, raising the standard of child care for all children in the state of Idaho, providing a minimum

level of uniformity in standards of care for children in Idaho, promoting the adoption of standards and guidelines for acceptable levels of child care in Idaho, assisting in the development of licensing standards for child care centers in Idaho through the perpetration, review and promotion of legislation and regulation, and protecting and promoting the continuation of the private sector's involvement in providing quality child care to the children of the state of Idaho.

ARTICLE IV

POWERS OF THE CORPORATION

The Corporation shall have all the powers provided for in Chapter 3, Title 30, Idaho Code, and as otherwise allowed by law.

ARTICLE V

MEMBERSHIP

There shall be two classes of membership, full and associates.

Section 1.

A. FULL MEMBERSHIP: Owners of each private preschool or child care center or their designees shall be classified as full members and are entitled to all of the rights and privileges of full membership.

B. ASSOCIATE MEMBERSHIP: Other interested persons dedicated to the purposes of this organization may be admitted into associate membership of this organization.

Section 2.

A. APPROVAL: Applications for full or associate membership shall be made to the chairman in writing on forms provided by the association. The application for institutional membership will be reviewed by the membership committee and referred to the board of directors for appropriate action. The application for associate membership shall be reviewed and acted on by the chairman. The applicant shall become a member for the current year upon approval of the application and payment of dues and enrollment fees.

Section 3.

A. RESIGNATION AND REINSTATEMENT:

(a) Resignation. A member not in default in payment of dues and against whom no complaint or charge is pending, may at any time file a resignation in writing with the chairman. Such resignation shall become effective as of the date filed.

(b) Reinstatement. Upon written request signed by a former member and filed with the president, the board of directors may, by affirmative vote of a majority of the board members, reinstate such former member to membership upon such terms as the board of directors may deem appropriate.

ARTICLE VI

STOCK

There shall be no stock issued in this corporation.

ARTICLE VII

DISTRIBUTION OF ASSETS

In the event of dissolution of this Corporation, the assets of the Corporation shall be distributed to any charitable or educational entity organized as a 501(c) organization as long as no part of the net earnings inures to the benefit of any private individual.

ARTICLE VIII

TRUSTEES

The initial number of trustees composing the initial governing board shall be fifteen (15). The number of trustees can be changed as provided in the By-Laws. Their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Tena Ziesmer	2231 Ironwood Center Drive Coeur d'Alene, Idaho 83814
Ruth & Lee Stephens	3504 16th Lewiston, Idaho 83501
Liz Bilboa	5416 East Powerline Nampa, Idaho 83651
Rebecca Cline	724 South Canyon Nampa, Idaho 83686
Karen Taylor	305 West Pat Lane Caldwell, Idaho 83605

Sharon Skogrand	2415 Roosevelt Caldwell, Idaho 83605
Linda Cook	516 C Midland Blvd. Nampa, Idaho 83651
Cheryl Paulsen	1108 Sunset Caldwell, Idaho 83605
Sharon Talley	1303 Willow Caldwell, Idaho 83605
Irma Jackson	2310 Columbus Boise, Idaho 83705
Trudy Comba	8580 Ustick Road Boise, Idaho 83704
Barbara Brown	1803 North 9th Street Boise, Idaho 83702
Dan & Kathy Stout	616 West Myrtle Boise, Idaho 83702
Ron Dingwall	4765 Goldenrod Avenue Meridian, Idaho 83642
Brian & Judy Sopatyk	870 South Latah Boise, Idaho 83705
Lynn Jones	3660 South Cole Road Boise, Idaho 83709
Pam Field	3457 North Maple Grove Road Boise, Idaho 83704
Shannon Todd	414 East Avenue K Jerome, Idaho 83338
Lee & Margie Snider	180 East Maple Pocatello, Idaho 83201
Mary V. Scott	605 North Meridian Blackfoot, Idaho 83221
Debbie Conn	P.O. Box 1233 Blackfoot, Idaho 83221

Trudy Potter	543 North Ridge Idaho Falls, Idaho 83402
Robert & Diane Staggie	1203 Atlantic Idaho Falls, Idaho 83404
Glen & Myrle Seehusen	450 West 18th Street Idaho Falls, Idaho 83402
Lori Pierson	406 North Main Hailey, Idaho 83333
Patrick Smith	844 McKinley Pocatello, Idaho 83201
Ellie Rezaii	427 North 4th Avenue Pocatello, Idaho 83201
Jacque Barclay	963 Tanager Drive Pocatello, Idaho 83201
Kris Robinson	1659 North Arthur Pocatello, Idaho 83204
Boyd & Darline Crump	420 West Chubbuck Road Pocatello, Idaho 83202

ARTICLE IX

VOTING RIGHTS

Each member of the Corporation shall be entitled to one (1) vote.

ARTICLE X

BOARD OF DIRECTORS

The initial Board of Directors shall be comprised of seven (7) members who need not be members of the Corporation. Their names and addresses are as follows:

Tena Ziesmer	2231 Ironwood Center Drive Coeur d'Alene, Idaho 83814
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Ruth & Lee Stephens	3504 16th Lewiston, Idaho 83501
Liz Bilboa	5416 East Powerline Nampa, Idaho 83651
Pam Field	3457 North Maple Grove Road Boise, Idaho 83704
Shannon Todd	414 East Avenue K Jerome, Idaho 83338
Trudy Potter	543 North Ridge Idaho Falls, Idaho 83402
Patrick Smith	844 McKinley Pocatello, Idaho 83201

The number of persons serving on the Board of Directors may be changed by amendment to the By-Laws.

ARTICLE XI

INCORPORATION

The name and address of the Incorporator is Brian Sopatyk, 870 South Latah, Boise, Idaho 83705.

ARTICLE XII

AMENDMENT OF ARTICLES

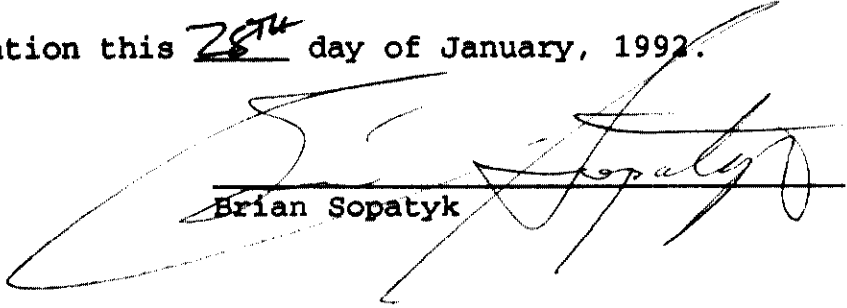
Amendments to these Articles of Incorporation shall require the assent of those members casting a majority of the votes of the Corporation at any regular members' meeting or special meeting called specifically for that purpose.

ARTICLE XIII

REGISTERED AGENT

The initial registered agent and registered office shall be William M. Loomis of Cosho, Humphrey, Greener & Welsh, 815 West Washington, Boise, Idaho 83702.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the state of Idaho, I, the undersigned incorporator of this Corporation, have executed these Articles of Incorporation this 28th day of January, 1992.



Brian Sopatyk