



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

THE PROGRESSIVE DAY SCHOOL, INC.

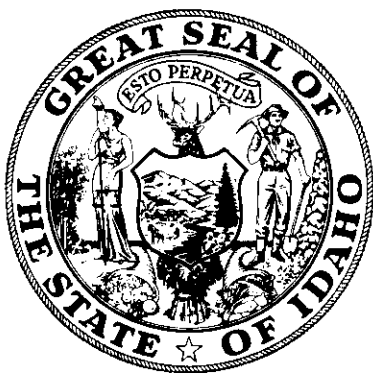
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

THE PROGRESSIVE DAY SCHOOL, 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 October 19, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Penny Yurson

Corporation Clerk

ARTICLES OF INCORPORATION
OF
THE PROGRESSIVE DAY SCHOOL, INC.
(A Nonprofit Corporation)

We, the undersigned natural persons over the age of eighteen (18) years acting as incorporators for the purpose of creating a nonprofit corporation under the laws of the State of Idaho, do hereby set forth:

1. The name of the corporation is the Progressive Day School, Inc.

2. The corporation is a nonprofit corporation.

3. The period of duration of the corporation shall be and is perpetual.

4. The purposes for which the corporation are organized are to provide teaching and learning experiences and opportunities for pre-school and kindergarten age children; to provide special services for the developmentally delayed individuals; and to use and utilize both home and center base programs in carrying out and facilitating the purposes of the corporation; and to do and perform any and all lawful acts which nonprofit corporations may do and perform in the State of Idaho or elsewhere as may be permitted by law and to do all acts incidental or appropriately related thereto.

5. The corporation shall have members, as provided in the by-laws.

6. The management of the affairs of the corporation is to be vested in its members pursuant to §30-314(c) Idaho Code, or as it may hereafter be amended.

7. The internal affairs of the corporation shall be regulated and determined by the board of directors and the members.

8. The street address of the initial registered office of the corporation is 1497 South Lee Avenue in Idaho Falls, Idaho, 83401 and the name of its initial registered agent at such street address is Jana Lee Jones.

9. The names and address of the directors constituting the initial board of directors is as follows:

Jana Lee Jones	3410 Handley Avenue	Idaho Falls, ID 83401
JoAnn Hammond	Route 3 Box 295	Idaho Falls, ID 83401
Janice Hammond	Route 3 Box 295	Idaho Falls, ID 83401

10. The name and street address of each incorporator is as follows:

Jana Lee Jones	3410 Handley Avenue Idaho Falls, ID 83401
JoAnn Hammond	Route 3 Box 295 Idaho Falls, ID 83401


11. The corporation is to be organized upon a nonstock, certificate of membership basis. Such memberships shall be non-redeemable, nontransferrable and nondivided bearing.

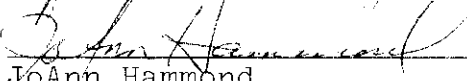
12. In the event of the dissolution of the corporation, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed exclusively for purposes within the intendment of §501(c) of the Internal Revenue Code as the same now exists or as it may be amended from time to time.

13. No part of the income of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation for its legitimate purposes), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

14. The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under §4942 of the Internal Revenue Code, as amended, and in addition the corporation shall not engage in any act of self-dealing as defined in §4941(d) of the code; retain any excess business holdings as defined in §4943(c) of the code; make any investments in such manner as to subject the corporation to tax under §4944 of the code; or make any taxable expenditure as defined in §4945(d) of the code.

IN WITNESS WHEREOF we have signed these Articles of Incorporation this 16th day of October, 1981.


Jana Lee Jones


JoAnn Hammond