

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PRO KIDS, 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 PRO KIDS, 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: March 8, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION

OF

Pro KIDS, Inc.

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We, the undersigned persons of the age of 18 years of age or older, residents of the State of Idaho and citizens of the United States, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the statutes of the State of Idaho.

ARTICLE I

The name of this corporation is Pro KIDS, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purposes for which this corporation is organized are:

1. To engage in providing community based child care services and to provide child care and parenting education.
2. To engage anywhere in any other lawful business or activity whatsoever which may be authorized at any time by the Board of Directors; and in furtherance thereof this corporation shall have all of the powers granted by law to corporations generally.

ARTICLE IV

The address of the registered office of the corporation is 575 Targhee, St. Anthony, Idaho 83445, and the name of the registered agent at such address is Janet Loseke.

ARTICLE V

The total authorized number of membership shares of the corporation is 10,000.

ARTICLE VI

Each member of the corporation shall have the right to vote the number of shares that member has been issued.

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ARTICLE VII

Members of this corporation shall not have preemptive rights to acquire additional shares issued by the corporation.

ARTICLE VIII

The first directors of the corporation shall be two in number and their names and addresses are as follows:

| NAME | ADDRESS |
|----------------|---|
| Janet Loseke | 575 Targhee St. Anthony, ID 83445 |
| Donna Beckmann | 745 North 6th West St. Anthony, ID 83445 |

The first directors shall serve until the first annual meeting of shareholders or until their successors are elected and qualified.

ARTICLE IX

The name and address of the incorporator is as follows:

| NAME | ADDRESS |
|----------------|---|
| Janet Loseke | 575 Targhee St. Anthony, ID 83445 |
| Donna Beckmann | 745 4th 6th West St. Anthony, ID 83445 |

ARTICLE X

(1) The directors of this corporation need not be residents of the State of Idaho or members of the corporation.

(2) The Board of Directors shall have authority to fix the compensation of the directors.

(3) The Board of Directors is authorized to make, alter, amend or repeal the By-laws of this corporation, subject to the power of the members having voting power to alter, amend or repeal such By-laws.

ARTICLE XI

(1) No contracts or other transactions between the corporation and any other trust, organization or corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are trustees, directors of, officers of, such other trust, organization or corporation.

(2) Any director individually, or any trust, organization or corporation with which any director may be associated, may be a party to or may be pecuniarily or otherwise interested in, any contracts or transactions of the corporation, provided that the fact that he or such trust, organization or corporation is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof.


(3) Any director of the corporation who is also a trustee, director or officer of such other trust, organization or corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contracts or transactions with like force and effect as if he were not such trustee, director or officer of such other trust, organization or corporation, or not so interested.

ARTICLE XII

The corporation reserves the right to amend, alter, change or repeal any provision of these Articles, in the manner now or hereafter prescribed by law, and all rights and power conferred herein on members and directors are subject to this reserved power.

Executed in triplicate on March 4, 1993.


Janet Loseke


Donna Beckmann