

FILED  
98 FEB 23 PM 2:14  
SECRETARY OF STATE  
STATE OF IDAHO

## ARTICLES OF INCORPORATION OF A PLACE FOR KIDS INCORPORATED

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned natural persons of lawful age and citizens of the United States, for the purpose of forming a corporation pursuant to the provisions of the Idaho Business Corporation Act (Title 30, Idaho Code) do hereby certify as follows:

### FIRST

The name of the corporation is  
A Place for Kids Incorporated

### SECOND

The corporation is to have perpetual existence

### THIRD

The purposes and objects for which the corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (Title 30, Idaho Code)

### FOURTH

The aggregate number of shares which the corporation shall have authority to issue is: 2 (Two) Such shares are to consist of one class only. The par value of each of such shares shall be \$ 1.00 (One Dollar) , which stocks shall not be issued until fully paid for, and once so issued shall be non-assessable.

### FIFTH

All of the shares of stock issued shall be common stock, and all shares have equal value, without preferences, limitations or differences in relative rights with respect to other shares.

### SIXTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stock holders of the corporation.

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SEVENTH

The address of the initial registered office of the corporation is:

A Place for Kids Incorporated

2700 E Seltice Way, 2-185

Post Falls, Id. 83854

The name of the corporation's initial registered agent at such address is:

DeAnn Renee Johnson

EIGHTH

The number of directors constituting the initial Board of Directors is: 2 (Two)

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

NAME Roger C. Johnson  
ADDRESS 2700 E Seltice Way, 2-185 Post Falls Id. 83854

NAME DeAnn R. Johnson  
ADDRESS 2700 E Seltice Way, 2-185 Post Falls Id. 83854

NINTH

The names and addresses of all incorporators are:


NAME Roger C. Johnson  
ADDRESS 2700 E Seltice Way, 2-185 Post Falls Id. 83854

NAME DeAnn R. Johnson  
ADDRESS 2700 E Seltice Way, 2-185 Post Falls Id. 83854

IN WITNESS WHEREOF, I/we have hereunto set my/our hand(s) and seal(s) this

day of FEBRUARY 19, 1998

  
Roger C. Johnson  
Incorporator

  
DeAnn R. Johnson  
Incorporator

STATE OF IDAHO )  
 )  
County of ) SS.

On this                      day of                      , 19                      ,  
before me, the undersigned, a Notary Public in and for said state, personally appeared

RC. JOHNSON

DR. JOHNSON

known to me to be the person(s) whose name(s) is/are subscribed to the within and foregoing instrument, and acknowledged to me that (t)he(y) executed the same, and the (t)he(y) was/were (a) person(s) of lawful age and citizen(s) of the United States of America.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Notary Public for the State of Idaho  
Residing at:  
My commission expires:

State of IDAHO  
County of VOORHIS  
Subscribed and sworn to before me by RC & DR JOHNSON  
on this 14 day of FEB 1998  
S  
E  
A  
L  
Notary Public  
My commission expires 03/01/00  
Residing at 200 S. 10th St. ID