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**CERTIFICATE OF INCORPORATION
OF**

IRONWOOD DAYCARE AND PRESCHOOL, 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 above named corporation, duly signed pursuant to the provisions of the Idaho Business 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: May 8, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

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SEC. OF STATE
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ARTICLES OF INCORPORATION
OF
IRONWOOD DAYCARE AND PRESCHOOL, INC.

The undersigned, being over the age of eighteen (18) years, and for the purpose of forming a corporation under the Idaho Business Corporation Act, hereby certify and adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be IRONWOOD DAYCARE AND PRESCHOOL, INC. and its existence shall be perpetual.

ARTICLE II

This Corporation shall have unlimited power and purpose to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, as amended, under the provisions of which this Corporation is incorporated.

ARTICLE III

Shareholders of this Corporation shall have preemptive rights to acquire additional shares offered for sale by this Corporation.

ARTICLE IV

Shareholders of this Corporation shall not have cumulative voting rights.

ARTICLE V

The registered agent of this Corporation shall be Michael E. Reagan, Attorney at Law, and the mailing address of said registered agent is 424 Sherman Avenue, P. O. Box 517, Coeur d' Alene, Idaho 83814.

ARTICLE VI

1. The aggregate number of shares which this Corporation shall have authority to issue is ONE HUNDRED THOUSAND (100,000) shares.

2. Such shares are to consist of one class only, to be known as common stock, and such shares are to have no par value.

3. Said common stock qualifies under Section 1244 of the Internal Revenue Code, as amended, and shall be and hereby is "1244" stock.

4. Corporation shall have the right to purchase its own shares from the unreserved and unrestricted capital surplus available, as well as from the unreserved and unrestricted earned surplus available.

ARTICLE VII

1. The number of Directors of this Corporation shall be fixed in the Bylaws and may be changed from time to time by amending the Bylaws.

2. In compliance with the Idaho Business Corporation

Act, this Corporation may enter into, contract, and otherwise transact business, as vendor, purchaser, or otherwise, with one or more of its Directors, officers, or shareholders or with any corporation, association, firm, or entity in which one or more of them are or may become interested as directors, officers, shareholders, members, or otherwise.

3. The first Directors of this Corporation shall be TWO (2) in number and their addresses are as follows:

<u>Name</u>	<u>Address</u>
TENA M. ZIESMER	Rt. 2 Box 150 Harrison, ID 83833
STEVEN L. ZIESMER	Rt. 2 Box 150 Harrison, ID 83833

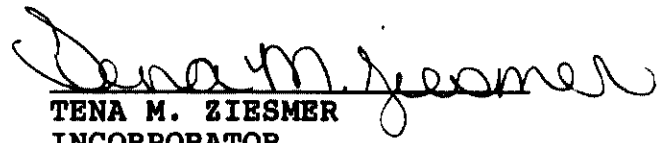
4. The term of the first Directors shall be until the first annual meeting of the shareholders of this Corporation or until their successor(s) is (are) elected and qualified.

ARTICLE VIII

The name and address of the incorporator is as follows:

TENA M. ZIESMER	Rt. 2 Box 150 Harrison, ID 83833
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IN WITNESS WHEREOF, the incorporator hereinabove named
has executed these Articles of Incorporation this 6th day
of May, 1991.


TENA M. ZIESMER
INCORPORATOR