



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

THE AVERY DAYCARE ASSOCIATION, INC.

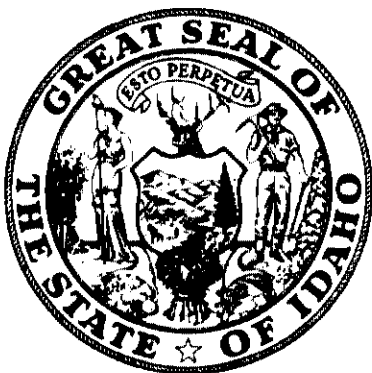
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

THE AVERY DAYCARE 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 June 26, 19 91.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zabala

Corporation Clerk

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION

'91 JUN 26 PM 2 31

OF

THE AVERY DAYCARE ASSOCIATION, INC.

The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE

Name. The name of the corporation is THE AVERY DAYCARE ASSOCIATION, INC.

ARTICLE TWO

Purposes. The purposes for which the corporation is formed and organized are as follows: To provide quality child care at a reasonable cost to government and non-government workers in the Avery community area; to promote the physical and social development of the children attending said daycare; to enhance and expand the parental relationship with the child; to assist and encourage families to become more effective in connection with their children; to involve parents in the decision-making process regarding operation, educational objectives, health and social services and other matters relating to the care of their children; and to maintain facilities for such purposes and programs.

This corporation is organized exclusively for educational purposes within the intent and meaning of Section 501(c)(3) of the Internal Revenue Code. The corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, any of the provisions of these articles notwithstanding. No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual.

ARTICLE THREE

Duration. The period of duration of this corporation is perpetual.

ARTICLE FOUR

The corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE FIVE

Registered Office and Registered Agent. The address of the corporation's initial registered office in the State of Idaho is Trailer No. 3, Hoyt Flat, Avery Ranger Station, Avery, County of Shoshone, State of Idaho 83802. The name of the corporation's initial registered agent at such address is Kurt G. Becker.

ARTICLE SIX

Dissolution. In the event of dissolution of this

corporation, the disposal of assets or property shall be determined at the time of such dissolution by the members, according to the by-laws, provided that assets or property may be transferred only to a non-profit corporation or an agency of government operated exclusively for charitable, educational, or scientific purposes as at the time qualify as an exempt organization under Section 501(c)(3) of the United States Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, as the members shall determine, and having objectives or purposes similar to those which this corporation is devoted; provided further that, in no event, shall any of the assets or property, in the event of dissolution thereof, go or be distributed to members, either for the reimbursement of any sums subscribed, donated or contributed by such members, or for any other such purpose, it being the intent that in the dissolution of the corporation, or upon its seeking to carry out the objects and purposes herein set forth, the property and assets then owned by the corporation shall be devoted to the carrying on of the function and purposes of this corporation. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation has been located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are

organized and operated exclusively for such purposes.

ARTICLE SEVEN

Powers. The corporation is empowered to do everything and anything reasonable and lawfully necessary, proper, suitable or convenient for the achievement of the purposes above stated, or for any of them, or for the furtherance of said purposes. The corporation shall have and exercise all the powers and authority and engage in all activities now or hereafter allowed by law to non-profit corporations of the State of Idaho, subject to the limitations set forth in Article II above.

ARTICLE EIGHT

Members. Qualifications of members of the corporation shall be provided in the by-laws of the corporation. The rights and interests of all members shall be equal and no member shall have or acquire greater interest therein than any other members and no member shall hold more than one (1) membership in this corporation. This corporation shall never issue any capital stock. No member of the corporation shall ever receive any part of the net earnings of said corporation, but said member shall not be debarred from receiving payment for services actually rendered or material furnished, and each member agrees that all funds of this corporation shall be used solely and exclusively to carry out and to obtain the objectives of this corporation.

ARTICLE NINE

Meetings of the Members. Meetings of members shall be held at such place as may be provided in the by-laws of the corporation. An annual meeting of the members shall be held at such times as may be provided in the by-laws. The members shall elect the members of the board of directors at the annual meeting.

ARTICLE TEN

Board of Directors. The affairs of the corporation shall be managed by a board of directors. Qualifications of directors and the manner of election of members of the board of directors shall be as provided in the by-laws of the corporation. The initial board of directors shall consist of the undersigned incorporators and said individuals shall hold office as members of the corporation's initial board of directors until their successors are elected and duly qualified, procedure for which will be established in by-laws for the corporation. The names and addresses of those individuals constituting the initial board of directors of the corporation is set forth in Article Twelve of these articles of incorporation.

ARTICLE ELEVEN

Amendments to Articles. Amendments to these articles may be made after ten (10) days' written notice to all members, by a majority of the members voting at a regular

meeting or at a special meting called to consider amendments, so long as such amendments do not change its non-profit, tax exempt status, and as long as such amendments contain only such provisions as are lawful under Title 30, Chapter 3, Idaho Code.

ARTICLE TWELVE

Incorporators. The names and addresses of the incorporators are:

NAME	ADDRESS
1. KURT G. BECKER	HC, Box 21 Avery, Idaho 83802
2. SANDRA MACK	HC, Box 19 Avery, Idaho 83802
3. LESLIE KUNKEL	P.O. Box 6 Avery, Idaho 83802

EXECUTED in duplicate this _____ day of June, 1991.

Kurt G. Becker
KURT G. BECKER

Sandra P. Mack
SANDRA MACK

Leslie Kunkel
LESLIE KUNKEL