

State of Idaho

Department of State

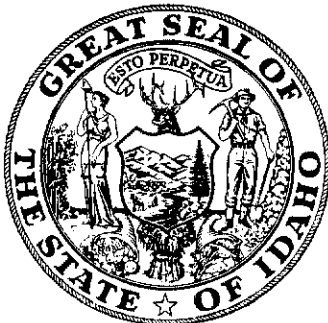
CERTIFICATE OF INCORPORATION OF

KINDERHAVEN INC.
File number C 115059

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 KINDERHAVEN 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: May 22, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

RE: "Kinderhaven Inc."

MAY 22 6 13 AM '96

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IDaho SECRETARY OF STATE
DATE 05/08/1996 0900 60788

OK #: 63944953-01514-267424

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ARTICLES OF INCORPORATION:

ARTICLE ONE (30-3-17: A: A corporate name for the corporation that satisfies the requirements of section 30-3-27, Idaho code;) The Name of the corporation shall be: " Kinderhaven Inc."

ARTICLE TWO (30-3-17: B: The purpose or purposes for which the corporation is organized, which may be, either alone or in combination with other purposes, the transaction of any lawful activity;) Said corporation is organized exclusively for charitable purposes as well as to prevent cruelty to children specifically as follows:

1. To provide child day care to families who meet low income guidelines. Low income Guidelines will be established by using the same guidelines currently used by the state of Idaho department of Health and Welfare.
2. To provide emergency temporary foster care placement for children considered at high risk for neglect or abuse or emergency situations such as death of a care provider or homelessness, to be utilized by local social service and law enforcement agencies.
3. To provide a referral center and resource materials that meet standard, generally accepted practices to families in need of information pertaining to basic infant and child care, parenting skills, nutritional needs of the child and family, medical concerns of the child and family and available community and area resources to assist the child and family.
4. To provide an urgent need care facility where parents can leave their child for a brief period to alleviate a potential situation of neglect or abuse of that child.

ARTICLE THREE (30-3-17: C: The names and addresses of the individuals who are to serve as the initial directors) The names and addresses are as follows:

- | | | |
|----------------------|-----------------------|--------------------------|
| 1. Linda Sue Brown | 2. Cherie Lynne Peak | 3. Brandis LeeAnne Tracy |
| 1228 Garden St. | 5400 Whiskey Jack Rd. | 1101 N. Division |
| Sandpoint, Id. 83864 | Sandpoint, Id. 83864 | Sandpoint, Id. 83864 |

It is stated that these three individuals will serve only as initial directors. After incorporation is granted, a volunteer board of directors will be established to serve and oversee the general development and complete the organization of the corporation.

ARTICLE FOUR (30-3-17: D: The street address of the corporation's initial registered office and the name of its initial registered agent at that office.) The street address of the corporation's initial registered office will be: 1228 Garden St. Sandpoint, Idaho 83864. The initial registered agent at that office will be: Linda Sue Brown. It is stated that this initial registered office will be temporary and will change as soon as a permanent site for the corporation is established.

ARTICLE FIVE (30-3-17: E: The name and address of each incorporator) The name and address of each incorporator is as follows:

- | | | |
|----------------------|-----------------------|--------------------------|
| 1. Linda Sue Brown | 2. Cherie Lynne Peak | 3. Brandis Leeanne Tracy |
| 1228 Garden St. | 5400 Whiskey Jack Rd. | 1101 N. Division |
| Sandpoint, Id. 83864 | Sandpoint, Id. 83864 | Sandpoint, Id. 83864 |

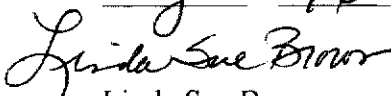
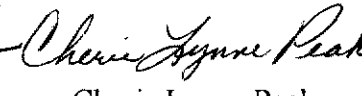
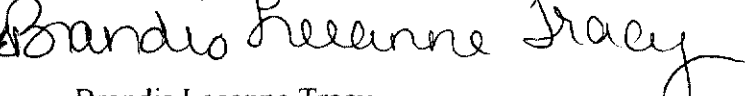
ARTICLE SIX (30-3-17: F: Whether or not the corporation will have members) The corporation to be known as "~~Kinderhaven~~" will establish membership in the corporation to be known as "~~Kinderhaven~~" in the form of parents or community persons who wish to serve on subcommittee's of the corporation. These parent or community persons will serve only in a volunteer and advisory capacity to the board of directors of the corporation. The board of directors of the corporation will advise and keep members abreast of decisions made.

ARTICLE SEVEN (30-3-17: G: Provisions not inconsistent with law regarding the distribution of assets on dissolution.) Upon dissolution of this corporation, assets shall be distributed under the supervision of the board of directors to childrens charities which are exempt within the means of section 501 (c) (3) of the Internal Revenue Service Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations , as said Court shall determine, which are organized and operated exclusively for such purposes.

This will complete the articles of incorporation for the private nonprofit corporation to be known as "~~Kinderhaven~~". There are no other additions to the articles of incorporation known at this time to the initial incorporators of the organization. These articles are now respectfully submitted for the approval of the Secretary of State for the state of Idaho.

In witness whereof, we have hereunto subscribed our names this 13 day of

May 19 96

Linda Sue Brown

Cherie Lynne Peak

Brandis Leeanne Tracy