



CERTIFICATE OF INCORPORATION
OF

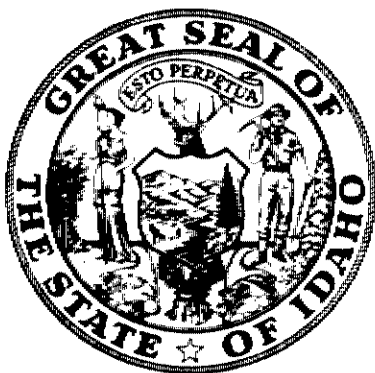
PLAY AND LEARN CENTER FOR CHILDREN, P.A.L., INC.

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 PLAY AND LEARN CENTER FOR CHILDREN, P.A.L., 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 October 12, 19 88.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

PLAY AND LEARN CENTER FOR CHILDREN, P.A.L., INC.

The undersigned, acting as the incorporators of a corporation (hereinafter referred to as "Corporation") under the Idaho Business Corporation Act (the "Act"), adopts the following Articles of Incorporation for the Corporation:

ARTICLE I. NAME

The name of the Corporation is PLAY AND LEARN CENTER FOR CHILDREN,
P.A.L., INC.

ARTICLE II. NON-STOCK, NON-PROFIT CORPORATION

This is a non-stock, non-profit Corporation.

ARTICLE III. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV. PURPOSES

The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any and all the things herein mentioned, to transact any or all lawful business for which non-profit corporations may be incorporated under the Act, and including Title 30, Chapter 3, Idaho Code; Idaho Non-profit Corporation Act; to do everything necessary, proper, advisable, or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law or by these Articles of Incorporation, as fully and to the same extent as natural persons might or could do, and in any part of the world, vis:

This is a non-stock, non-profit Corporation. Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the acquiring of donations in the form of cash, real property, personal property, grants, memorials, trusts, wills, and any other incomes which are legally and lawfully acquired and distributed for the lawful acts or activities for which this non-profit Corporation should engage in, to wit:

The main purpose of this Corporation is to:

- a. establish a program of care for pre-schoolers with a Christian emphasis, integrating children with special needs into groups of children without special needs to the end that they will grow and learn together, benefitting from each other through the principles of love, friendship, acceptance, and understanding, and

- b. to help and encourage each child to reach his highest potential physically, emotionally, socially, spiritually, and intellectually, and
- c. to promote the well being of the family unit by providing, as the Corporation is able, an opportunity to learn better parenting skills.

ARTICLE V. MEMBERS

All members of said Corporation shall serve on the Board of Directors. The activities and affairs of the Corporation shall be managed by the Board of Directors which is its members.

ARTICLE VI. DIRECTORS

The number of directors which shall constitute the whole Board shall be such as from time to time shall be fixed by, or in the manner provided in, the By-laws, but in no case shall the number be less than three. Directors shall be elected or appointed in the manner and for the terms provided in the By-laws. The Board of Directors is expressly authorized to make, alter, or repeal the By-laws of this Corporation. Authority of Directors, quorum, committees, election of successors, and election of officers shall be stated in the By-laws.

The number of Directors constituting the initial Board of Directors shall be 4, and the names and mailing addresses of the persons who are to serve as Directors until the first annual election of Directors or until their successors are elected and shall qualify are:

* * * * *

Dianna L. Brown	1411 E. Roosevelt Av., Nampa, Idaho	83686
Penny L. Reed	Box 182, Middleton, Idaho	83644
Gordon Reed	Box 182, Middleton, Idaho	83644
Gary C. Brown	1411 E. Roosevelt Av., Nampa, Idaho	83686

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ARTICLE VII. REGISTERED OFFICE

The address of the initial Registered Office of the Corporation in the State of Idaho is---1411 E. Roosevelt Av. in the city of Nampa, in the County of Canyon.

The name of its initial registered agent is Dianna L. Brown.

ARTICLE VIII. INCORPORATOR

The names of the incorporators are as follows:

<u>Dianna L. Brown</u>	<u>1411 E. Roosevelt Ave.</u>	<u>Nampa, Idaho</u>	<u>83686</u>
<u>Penny L. Reed</u>	<u>Box 182, Middleton, Idaho</u>	<u>83644</u>	

DATED this 16th day of August, 1988.

Dianna L. Brown
Penny Reed

STATE OF IDAHO)
 :ss.
County of Canyon)

On this 16th day of August, in the year 1988,
before me, Barbara Kruger a Notary Public in and for
said State, personally appeared Penny Reed and Dianna L. Brown

known to me to be the persons whose names are subscribed to the within
instrument, and acknowledged to me that they executed the same.

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

Barbara Kruger
Notary Public, residing at Nampa, Idaho.