

State of Idaho

Department of State

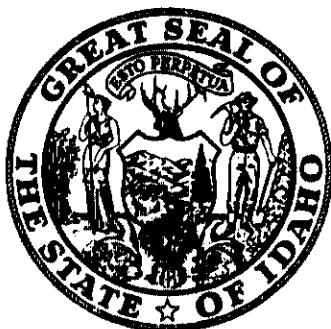
CERTIFICATE OF INCORPORATION OF

C. V. COMPANIES, 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 C. V. COMPANIES, 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: March 3, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

DUPLICATE ORIGINAL

ARTICLES OF INCORPORATION OF
C. V. COMPANIES, INC.
An Idaho Non-Profit Corporation

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, all of whom are natural persons, of full age and citizens of the United States of America, do hereby voluntarily associate ourselves together for the purpose of forming a general, non-profit corporation pursuant to Chapter 3, Title 30, Idaho Code, and under all laws of the State of Idaho applicable to such corporations, and we do hereby execute, acknowledge and adopt these ARTICLES OF INCORPORATION in duplicate, certifying as follows:

ARTICLE I
NAME

The name of this Corporation is C. V. COMPANIES, INC.

ARTICLE II
DURATION

This Corporation shall have perpetual existence.

ARTICLE III
PURPOSES AND POWERS

(a) The purposes for which said corporation is formed and organized are to operate business to generate funds for the benefit of Children's Village, Inc. and to obtain grants which funds are to benefit Children's Village, Inc.

(b) To carry out these purposes, the corporation shall have the power to purchase or otherwise acquire real and personal property for the purposes of the corporation and to sell or otherwise dispose of the same; to lend money and to borrow money for the purposes for which the corporation is organized, and to secure the payment of money borrowed by mortgage or liens upon the property of the corporation; to receive donations, contributions, gifts, legacies and bequests; to manage and invest the funds of the corporation and generally, without limitation, to exercise all of the powers granted by law to corporations of this character.

ARTICLE IV
NONPROFIT PURPOSE/DISSOLUTION

The corporation is a non-profit corporation and is formed exclusively for purposes for which a corporation may be formed under the provisions of Chapter 3, Title 30, Idaho Code, and not for pecuniary profit or financial gain. Upon dissolution of the corporation, no part of the assets, income or profit of the corporation shall be distributed to or inure to the benefit of its members, directors or officers, and any assets remaining after the payment of all indebtedness shall be distributed to Children's Village, Inc., an Idaho non-

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profit corporation. In the event at the time of dissolution Children's Village, Inc. is, itself, dissolved, the assets shall be distributed to one or more organizations qualified under Internal Revenue Code Section 501(c)(3).

ARTICLE V
LOCATION OF REGISTERED OFFICE AND REGISTERED AGENT

The mailing address of the registered office of the corporation is P.O. Box 2823, Hayden, ID 83835, and the location of such registered office is 271 W. Hayden Ave., Hayden, ID 83835, and the registered agent of the corporation is SANDY PODSAID.

ARTICLE VI
ORGANIZATION

The corporation shall have no members.

ARTICLE VII
INCORPORATORS

The name(s) and address(es) of the incorporator(s) is/are as follows:
Shelly Addington, 123 W. Hanley Ave., Coeur d'Alene, ID 83814

ARTICLE VIII
DIRECTORS

The number, terms of office, manner of election, time and place and manner of calling meetings, and the powers and duties of the directors of the corporation shall be prescribed by the Bylaws, except that there shall not be less than 1 director, who shall be elected for a one (1) year term. The following persons are named by the undersigned incorporators to serve as directors of the corporation until the first annual meeting of members:

Sandy Podsaid, Box 1879, Hayden Lake, ID 83835
Jack Beebe, 505 Front Ave., Suite 201, Coeur d'Alene, ID 83814
Shelly Addington, 123 W. Hanley Ave., Coeur d'Alene, ID 83814

ARTICLE IX
POWERS OF THE BOARD OF DIRECTORS

The Board of Directors of the corporation shall have the power to adopt, repeal and amend the Bylaws and adopt new Bylaws in accordance with the provisions of Idaho Code 30-309 as now in effect or as hereafter amended and as provided by said Bylaws.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals this 21 day of February, 1994.


SHELLY ADDINGTON, INCORPORATOR

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