

State of Idaho

Department of State

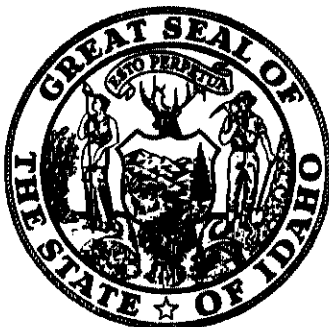
CERTIFICATE OF INCORPORATION OF

ADOPTIVE FAMILIES FOR CULTURAL AWARENESS, 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 ADOPTIVE FAMILIES FOR CULTURAL AWARENESS, 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 10, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By 

**ARTICLES OF INCORPORATION
OF
ADOPTIVE FAMILIES FOR CULTURAL AWARENESS, INC.**

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1. The name of the corporation is Adoptive Families For Cultural Awareness, Inc.
2. The corporation is a nonprofit corporation.
3. The period of its duration is perpetual.
4. The primary purpose of the corporation is to provide a support and resource group for families who have adopted or who have applied for adoption of one or more children coming from different or mixed cultural, racial, or ethnic backgrounds. The corporation may conduct such other business as may be lawfully conducted by a nonprofit corporation.
5. The corporation has a single voting membership class consisting of persons meeting the qualifications for membership specified in the bylaws adopted by the corporation. Each member shall have the right to vote on all matters presented to the members.
6. The members of the corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation.
7. The corporation shall indemnify each officer, director, and member serving on boards or committees, including former officers, directors, and committee members, to the full extent permitted by the Idaho Business Corporation Act and the Idaho Nonprofit Corporation Act. This indemnification extends to all actions contemplated by law taken by such persons in good faith, under actual or apparent authority of the corporation, while under the reasonable belief that they were acting in the best interest of the corporation in carrying out their assigned duties and responsibilities, or to positively promote or enhance the corporation's image.
8. No dividend shall be paid and no part of the assets or income of the corporation shall be distributed to its members, directors or officers, except to the extent permitted by law.
9. Membership dues may be levied upon each member in such amounts and collected in such manner as the members and board of directors shall determine as provided in the bylaws of the corporation.
10. The management of the corporation shall be vested in its board of directors and not in its members. The authority of the board of directors shall be as provided by law and as specified in the bylaws of the corporation. Any change in the number of directors at any time constituting the board of directors shall be made by amendment to the bylaws and not by amendment to the articles of incorporation. The number of directors shall never be less than the minimum number required by law. If necessary, the directors may be divided into two or three classes for the purpose of providing staggered terms as allowed by law and as specified in the bylaws. No classification of directors shall be effective before the first annual meeting of members.

11. The number of directors constituting its initial board of directors is six, whose names and addresses are:

Dale M. Phillips	143 West 4th North, Rigby, ID 83442
Jackie L. Phillips	143 West 4th North, Rigby, ID 83442
Michael Marley	11766 North Yellowstone Hwy, Ucon, ID 83454
Pam Marley	11766 North Yellowstone Hwy, Ucon, ID 83454
Monte Egbert	527 Douglas Ave., Idaho Falls, ID 83401
Stephanie Egbert	527 Douglas Ave., Idaho Falls, ID 83401

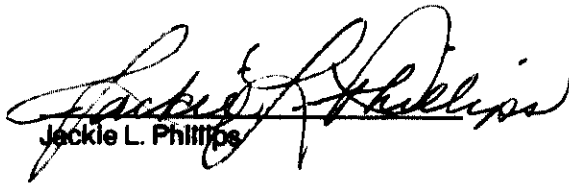
12. The address of its initial registered office is 143 West 4th North, Rigby, ID 83442. The name of its initial registered agent at such address is Jackie L. Phillips.

13. The name and address of each incorporator is:

Jackie L. Phillips
143 West 4th North
Rigby, ID 83442

14. These articles may be amended only with the two-thirds approval of the board of directors and the approval of a majority vote of the members at meetings where a quorum is present.

Dated April 30, 1993.


Jackie L. Phillips

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