

FILED EFFECTIVE

ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
STATE OF IDAHO

A NEW BEGINNING ADOPTION AGENCY, INC.

The undersigned, in order to form a Non-Profit Corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is A New Beginning Adoption Agency, Inc.

ARTICLE II. NONPROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is in the City of Eagle, County of Ada, State of Idaho. The address of the initial registered office is 1879 N. Eagle Creek Way, Eagle, Idaho, 83616 and the name of the initial registered agent at this address is Stephanie Pearl.

ARTICLE V. PURPOSES.

The purposes of which the Corporation is organized and will be operated are as follows:

A. The Corporation is an entity which will function to provide families with the opportunity to further the adoption of children, provide adoption related education, and assist in charitable works for orphaned children throughout the world.

B. Charitable, religious, educational, or scientific within the meaning of Section of 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

ARTICLE VI. LIMITATIONS.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than seven (7) individuals, each of whom, at all times, shall be a member of the Corporation. The

actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the person constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Stephanie Pearl	1879 Eagle Creek Way Eagle, Idaho 83616
Louise Samson	2701 Kerr Boise, Idaho 83705
Holly Guadagno	10956 W. Halstead Ct. Boise, Idaho 83713

ARTICLE VIII. MEMBERSHIP DUES & Voting

There are no membership dues to be charged to the members of the charitable corporation. No voting members.

ARTICLE IX. DISTRIBUTION OF DISSOLUTION.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision of the payment of all liabilities of the corporation, distribute all remaining funds to the Amity/Altrusa. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE X. INCORPORATOR.

The name and street address of the incorporator is Stephanie Pearl, 1879 Eagle Creek Way, Eagle, Idaho 83616.

ARTICLE XI. BYLAWS.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED This 18th day of March, 2004.

Stephanie A. Pearl
STEPHANIE PEARL