

State of Idaho

Department of State

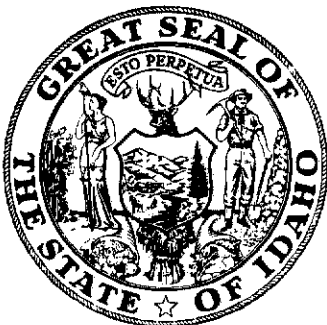
CERTIFICATE OF INCORPORATION OF

CHILDREN IN PROTECTIVE ARMS, INC.
File number C 119476

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 CHILDREN IN PROTECTIVE ARMS, 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 12, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Lonya Herold*

ARTICLES OF INCORPORATION

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I, the undersigned, a resident of the State of Idaho, desiring to form a corporation pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30 of the Idaho Code, do hereby make, subscribe, and acknowledge these Articles as follows:

1. Name. The name of the corporation shall be CHILDREN IN PROTECTIVE ARMS, INC.

2. Non-Profit Purpose. The corporation is organized exclusively for charitable, protection of children, and supervision of children, including, for such purposes, the hiring and administration of volunteers, volunteer training and supervision, and all other related activities related to the protection and supervision of children by volunteers traveling to, from or in schools and/or daycare facilities.

3. Purposes. The specific purposes for which the corporation is organized, but without expanding upon the purposes stated in Article 2 above, are: to provide training, consultation and supervision of volunteers to protect and supervise children in traveling to, from or in schools, bus stops, day cares, etc., and all other related purposes necessary to provide the foregoing services.

4. Limitation on Distributions and Activities. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, 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 Articles 2 and 3 hereof and to reimburse members for reasonable expenses incurred by members engaged in activities in furtherance of the purposes set forth in Article 2 and 3 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.

5. Organization. This corporation is not for profit and has no capital stock, nor shall this corporation have any members.

6. Scope of Activity. The corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes set forth in Articles 2 and 3 for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any such purposes.

7. Duration. This corporation shall have perpetual existence.

8. Distribution on Dissolution or Liquidation. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of 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 organization or organizations, as the court shall determine, which are organized and operated exclusively for such purpose.

9. Registered Agent.

Toinette Dickey
6976 S. Five Mile Road
Boise, ID 83709

10. Number of Directors. The number of directors shall not be more than seven (7). The maximum number of directors will be fixed in the by-laws.

11. Names of Incorporators and Initial Directors. The names and addresses of the incorporators and initial directors are as follows:

The initial incorporator is:

Toinette Dickey
6976 Five Mile Road
Boise, ID 83709

The initial board of directors are:

<u>Name</u>	<u>Address</u>
Toinette Dickey	6976 S. Five Mile Road Boise, ID 83709
Ron Futrell	1605 NW 13th Ave. Meridian, ID 83642
Toni Peek	2910 Dagger Falls Eagle, ID 83616
Gary Peek	411 E. 43rd Street, No. 1 Garden City, ID 83714
Dr. Neil King	314 W. Cherry Lane, No. 67 Meridian, ID 83642
Diane Terwilleger	100 S. Maple Grove Boise, ID 83709
Brenda Gallup	2659 N. Meridian Road Eagle, ID 83616

12. Powers of Board of Directors. The members of the Board of Directors shall have the power to make such bylaws, rules and regulations as they deem proper and advisable for the government and management of the affairs of the Corporation. Any vacancy occurring in the Board of Directors by death, resignation or otherwise shall be filled for the remainder of the term in the manner provided in the Bylaws of the corporation.

13. Personal liability of Directors and Officers. No members of the board of directors and no officer duly appointed by the board shall have any personal liability for acts performed in his

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or her official capacity in good faith, nor shall any such director or officer be liable for nonfeasance or misfeasance in the performance of duties, but only in case of malfeasance. After funding is received, the corporation shall indemnify the members of its board of directors, its officers, agents and employees against any and all expenses and liabilities, including attorney fees and other costs, which they or any of them incur in connection with any suit or suits which may be brought against them or any of them involving or pertaining to any of their official acts or duties (whether it be alleged that such acts are ultra vires or otherwise), provided only that in such suit or suits personal liability is finally established against them incident to any act of malfeasance on their part. This provision shall not be deemed to prevent compromise of any such litigation when such compromise is deemed advisable.

14. Amendments. The Articles of Incorporation or the Bylaws of the corporation may be amended at any regular or special meeting of the board of directors, provided that notice of said amendment stating the substance thereof shall have been mailed to all board members in good standing at their last known addresses as shown in the records, not less than fifteen (15) days prior to said meeting.

Dated this 21st day of April, 1997.

Toinette Dickey
Toinette Dickey
Incorporator

SUBSCRIBED AND SWORN to before me, a notary public, this 21st
day of April, 1997.

Timothy J. Goss
Notary Public for Idaho
Residing at Boise
Commission Expires 9/6/99