

**CERTIFICATE OF INCORPORATION
OF**

CHILD CARE CHOICES, 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 the above named corporation, duly signed pursuant to the provisions of the Idaho Business 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: November 20, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Beale*

ARTICLES OF INCORPORATION

OF

CHILD CARE CHOICES, INC.

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SEC. OF STATE

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The undersigned, acting as incorporators of a non-profit corporation under the Idaho non-Profit Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the Corporation is CHILD CARE CHOICES, INC.

ARTICLE II

The Corporation shall be a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purposes for which the Corporation is organized are as follows:

A. To promote the maintenance, development, and effectiveness of Resource and Referral services through coordination, direct services, and the sharing of information in Kootenai County.

B. To provide a voice to represent those with child care and other family needs and to articulate those needs to the public.

ARTICLE V

The membership of the Corporation shall be open to all who share the goals of the stated purposes and meet membership requirements as stated in the By-Laws.

ARTICLE VI

1. ARTICLES OF INCORPORATION OF CHILD CARE CHOICES, INC.

The provisions for the regulation of the internal affairs of the Corporation shall be contained in the By-Laws, which shall be duly adopted by the Board of Directors of the Corporation.

ARTICLE VII

The street address of the initial registered office of the Corporation and the name of its initial registered agent at such street address is as follows:

Mickey Houchen
Child Care Choices, Inc.
1000 W. Garden
Coeur d'Alene, ID 83814

ARTICLE VIII

The number of directors constituting the initial Board of Directors of the Corporation shall be ten (10), and the names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are:

Vicki Hahn	1000 W. Garden, Coeur d'Alene, ID 83814
Rosie Brennan	1120 Ironwood Dr., Coeur d'Alene, ID 83814
Carol Lindsay	1000 W. Garden, Coeur d'Alene, ID 83814
Maggie Tallman	1000 W. Garden, Coeur d'Alene, ID 83814
Carol Joseph-Haught	1000 W. Garden, Coeur d'Alene, ID 83814
JeanAnn O'Brien	502 Foster, Coeur d'Alene, ID 83814
Sandy Deming	513 Sherman, Coeur d'Alene, ID 83814
Gary Schultz	140 S. 2nd St., Coeur d'Alene, ID 83814
Patty Breuchad	1023 Garden, Coeur d'Alene, ID 83814
Lee Fields	202 Anton, Coeur d'Alene, ID 83814

ARTICLE IX

This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code of 1954.

ARTICLE X

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, 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

2. ARTICLES OF INCORPORATION OF CHILD CARE CHOICES, INC.

furtherance of the purposes set forth in Article IX 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 any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954.


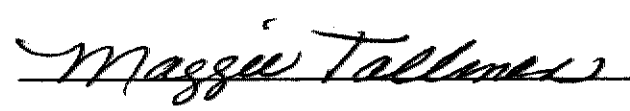
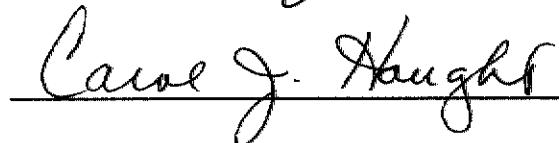

ARTICLE XI

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the assets 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, as the Board of Directors shall determine. Any 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 said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII

The name and address of each of the incorporators are as shown on Exhibit "A" attached hereto.

The undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, does make and file this agreement and has accordingly made, signed and acknowledged these Articles of Incorporation this ____ day of _____, 1989.

Alan Hicks

Lee Fields

Viki Hahn

Lonna Hare

Bob M. Brown

Mary Lou Reed

Carol Kogel Lindsay

NAME (Please print)

ADDRESS

Mary Lou ReedP. O. Box A.Coeur d'Alene, ID 83814Rosemary Brennan1120 Ironwood DriveCoeur d'Alene, ID 83814Maggie Tallman1000 W. GardenCoeur d'Alene, ID 83814Carol Haught1000 W. GardenCoeur d'Alene, ID 83814Douglas P. Fagerness1000 W. GardenCoeur d'Alene, ID 83814Dan Hicks4301 Appaloosa RoadCoeur d'Alene, ID 83814Lee FieldsP. O. Box 5070Coeur d'Alene, ID 83814Vicki Hahn11100 Airport DriveHayden, ID 83835Ronna L. StarrP. O. Box 278Hayden, ID 83835Carol Keogh Lindsay2705 SpringviewCoeur d'Alene, ID 83814Bob Brown11911 Sherwood CourtHayden Lake, ID 83835