

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

KIDS AND COMPANY, INC.  
File number C 119216

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 KIDS AND COMPANY, 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: April 22, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Jonny Herold*

**ARTICLES OF INCORPORATION**

APR 22 12 15 PM '97

**OF**

SECRETARY OF STATE  
STATE OF IDAHO

**KIDS and COMPANY, INC.**

The undersigned, acting as incorporator of a corporation under the Idaho Non-Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

**FIRST:** The name of the corporation is **KIDS and COMPANY, INC.**

**SECOND:** The corporation is a non-profit corporation.

**THIRD:** The period of its duration is perpetual.

**FOURTH:** The corporation is organized to operate a child care facility, which shall be exclusively for charitable, religious and educational purposes, including for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future Federal Tax Code; and to own, operate and maintain on a non-profit basis facilities for its operations; and to do any and all other acts or things necessary to carry out these purposes, and the transaction of any lawful activity as may be allowed under the laws of the State of Idaho and the Internal Revenue Code, and any amendments thereto.

**FIFTH:** The address of the initial registered office of the corporation is **9950 Ustick Road, Boise, Idaho 83704**, and the name of its initial registered agent at such address is **Ruth Hughes**.

**SIXTH:** The number of directors constituting the Board of Directors shall be as set forth in the By-Laws, but shall not be less than three (3), and the initial Board of Directors who shall hold office until their successors are appointed are:

IDAHO SECRETARY OF STATE  
DATE 04/22/1997  
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<u>Name</u>	<u>Address</u>
<b>Ruth Hughes</b>	<b>1516 Warm Springs Avenue Boise, Idaho 83712</b>
<b>Sharon Roberson</b>	<b>9993 West Whirlaway Boise, Idaho 83704</b>
<b>Karolyn Gratz</b>	<b>4812 Lake Park Place Boise, Idaho 83703</b>

**SEVENTH:** The corporation shall not have members.

**EIGHTH:** (a) The corporation is organized exclusively for charitable, religious and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal Tax Code).

(b) It is intended by the provisions of these Articles of Incorporation that the corporation shall possess the status of an organization exempt from Federal Income taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or hereafter amended. Accordingly, no part of the affairs of the corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of the corporation.

(c) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 Article Fourth hereof.

(d) 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.

(e) Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code.

(f) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal Tax Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code.

**NINTH:** The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
<b>Ruth Hughes</b>	<b>1516 Warm Springs Avenue Boise, Idaho 83712</b>

DATED This 22<sup>nd</sup> day of April, 1997.

  
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**Ruth Hughes**