

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

TOMORROW'S HOPE, INC.

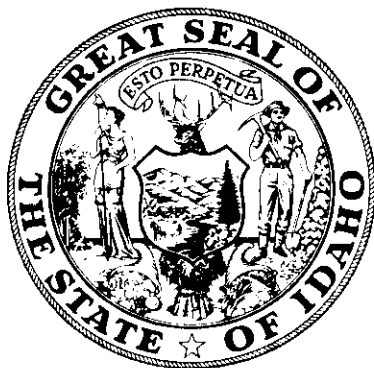
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

TOMORROW'S HOPE, 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 28, 19 81.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

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ARTICLES OF INCORPORATION

OF

SECRETARY OF  
STATE

TOMORROW'S HOPE, INC.

I, THE UNDERSIGNED, being a natural person of full age, legally competent to enter into a contract, who is a citizen of the United States of America, do hereby voluntarily associate myself for the purpose of forming a non-profit corporation under the laws of the State of Idaho, and adopt the following Articles of Incorporation:

ARTICLE I: Name

The name of the corporation shall be TOMORROW'S HOPE, INC.

ARTICLE II: Registered Office

The location and post office address of the initial registered office of this corporation within the State of Idaho is: 8911 Devonshire, Boise, Ada County, State of Idaho, 83704.

ARTICLE III: Purposes

The nature, objects, purposes and powers of this corporation are:

1. To provide a community resource to the child who is severely and/or mentally handicapped;
2. To exercise all of the powers, and do all of the acts and things permitted to a non-profit corporation to the maximum extent permitted or authorized by the laws of the state

of Idaho now in effect, or as the same may be hereafter amended from time to time;

3. This corporation is organized exclusively for religious, charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code including such purposes as the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding divisions of any future United States Internal Revenue law.)

4. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 the above paragraph. 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 provisions 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 Reve-

nue Code of 1954 ( or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

5. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. However, if the named recipient is not then in existence or is no longer exempt from Federal Income Tax, or is unwilling or unable to accept the distribution, then the assets shall be distributed to an organization which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

6. To enter into any other non-profit businesses incidental to or connected with or similar to the business as set forth herein.

#### ARTICLE IV:

#### Capital Stock

1. The authorized capital of this corporation shall be 100 shares.

2. All shares shall have full voting rights and shall be equal to one another with respect to voting rights.

3. No shareholder shall have any pre-emptive or

similar right to purchase or subscribe for any shares of stock or securities convertible into stock of the corporation.

4. Shares of the corporation's stock shall be non-assessable.

5. The stock of the corporation evidences voting and ownership rights to the corporation only.

ARTICLE V:

Board of Directors

1. The number of directors to be elected at any meeting of the shareholder or shareholders shall not be less than the number of shareholders of the corporation, unless there be less than three (3). The maximum number of directors shall be six (6) and the minimum number of directors shall be three (3). The number of directors to be elected for any ensuing year shall be determined at each annual shareholder's meeting, or any special shareholder's meeting called for that purpose, by resolution adopted by a simple majority of the shares represented at any such meeting in person and by proxy. A quorum of the Board of Directors shall consist of two (2) directors if there is more than one director. Hereinafter, Board of Directors shall refer to the Director or Directors.

2. Election of Directors must be by cumulative voting, and "staggered terms," whereby all Directors are not elected each year, shall not be permitted if there be more than one director.

3. A person who is not a shareholder may serve as a Director if elected.

4. No contract or other transaction between the corporation and any other firm or corporation, whether or not

an affiliate, subsidiary or parent corporation, shall in any way be affected or invalidated by the fact that any of the directors or officers or owners of such other firm or corporation. Any directors, individually, or any firm, corporation or other business entity of which any Director or officer may be a shareholder, officer, Director or member may be a party to or may otherwise be interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority of the members thereof; and any director of this corporation who is also a shareholder, owner, director, officer or member of such other firm, corporation, or entity, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, with like force and effect as if he were not so connected with such other firm, corporation, or entity or were not so pecuniarily or otherwise interested.

5. The Board of Directors of this corporation is empowered and authorized to adopt, alter, amend and repeal the By-Laws of this corporation; to elect officers of the corporation; to fix the compensation of its directors and officers; to allot the capital stock of the corporation to such persons for such consideration as the Board of Directors may from time to time determine and as may be lawful; and to do all other such things and to

exercise all other powers, consistent with law and these Articles of Incorporation, as may be necessary and expedient in the course of the management and operation of this corporation, without the necessity of meetings of stockholders to approve or ratify the same, to the maximum extent permitted by the laws of the State of Idaho, as if each and every of such things and powers were expressly set forth herein.

ARTICLE VI:

Officers

The officers of this corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers and assistant officers as may from time to time be designated by the Board of Directors. Except for the office of President and Secretary, more than one office may be held by the same person. The duties and authority of the officers shall be as prescribed by the Board of Directors and the By-Laws of the corporation.

ARTICLE VII:

Meeting of the Shareholders

The annual meeting of the shareholder or shareholders of the corporation shall be at such time and place, within or without the State of Idaho, as may be provided for in the By-Laws of the corporation. Any special meeting of the shareholders may be held at such place and in such manner as provided for in the By-Laws of the corporation, or may be held in the manner provided by the corporation laws of the State of Idaho.

ARTICLE VIII:

Amendment of Articles

These Articles of Incorporation may be amended at

any annual or special meeting of the stockholders in the manner provided by the non-profit corporation laws of the State of Idaho.

ARTICLE IX: Miscellaneous Provisions

1. The registered agent of this corporation is Lisa Clark, 8911 Devonshire, Boise, Idaho 83704.
2. The name and address of the initial incorporator is Lisa Clark, 8911 Devonshire, Boise, Idaho 83704.
3. The Incorporator shall be the initial Board of Directors.

IN WITNESS WHEREOF, the undersigned, which comprises all of the shareholders of Tomorrow's Hope, Inc., has set her hand this 22nd day of April, 1981.

Lisa Clark  
LISA CLARK

STATE OF IDAHO,     )  
                              ) ss  
County of Ada.     )

On this 22nd day of April, 1981, before me, the undersigned, a Notary Public in and for said State, personally appeared Lisa Clark, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first-above written.

Anita L. Armstrong  
Notary Public for Idaho  
Residing at Boise, Idaho