

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

APPLEWOOD PRESCHOOL, INCORPORATED

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 APPLEWOOD PRESCHOOL, INCORPORATED 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 1, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

George Hahn

APR 1 4 06 PM '92
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF: APPLEWOOD PRESCHOOL, Incorporated
A NON PROFIT CORPORATION

KNOW ALL MEN BY THESE PRESENTS: THAT WE THE UNDERSIGNED
EACH OF WHOM IS A BONA FIDE RESIDENT AND CITIZEN OF THE UNITED
STATES OF AMERICA, AND THE STATE OF IDAHO, AND EACH OF WHOM IS A
NATURAL PERSON OF FULL AGE, HAVE THIS DAY VOLUNTARILY ASSOCIATED
OURSELVES TOGETHER TO FORM A CORPORATION UNDER THE LAWS OF THE
STATE OF IDAHO, AND WE DO CERTIFY:

ARTICLE 1

THE NAME OF THE CORPORATION SHALL BE APPLEWOOD PRESCHOOL, Incorporated

ARTICLE 11

THIS IS AND SHALL ALWAYS BE A NON PROFIT CORPORATION.

THE LIFE OF THIS CORPORATION SHALL BE PERPETUAL.

ARTICLE 111

THE LIFE OF THIS CORPORATION SHALL BE PERPETUAL.

ARTICLE 1V

THE PURPOSE FOR WHICH THIS CORPORATION IS FORMED ARE:

1. AS PRINCIPAL OR AGENT, TO DO IN ANY PART OF THE WORLD ANY AND
EVERY THING A NATURAL PERSON COULD DO.
2. TO HAVE POWER TO DO ALL THINGS IDAHO NON PROFIT CORPORATIONS CAN
DO.
3. IN FURTHERANCE AND NOT IN LIMITATION OF THE GENERAL POWERS, THE
PRIMARY PURPOSE OF AND POWERS OF THE CORPORATION SHALL BE THE
OPERATION OF DAY CARE CENTERS FOR CHILDREN OF WORKING PARENTS.
4. TO DO ALL THINGS IN FURTHERANCE OF ITS PRIMARY PURPOSE

IN THE MOST EFFICIENT AND ECONOMICAL MANNER. THIS INCLUDES OBTAINING FACILITIES, FOOD, FURNITURE, LEARNING MATERIALS, STAFF AND ANY OTHER THING DEEMED APPROPRIATE TO ACCOMPLISH ITS PRIMARY PURPOSE.

ARTICLE V

THE CORPORATION SHALL HAVE TWO OR MORE MEMBERS. THE ORIGINAL TWO MEMBERS SHALL BE THE TWO INCORPORATORS. FURTHER MEMBER SHALL INDUCTED BY UNANIMOUS VOTE OF THE FIRST TWO MEMBERS. THE FIRST TWO MEMBERS SHALL CONSTITUTE THE FIRST BOARD OF DIRECTORS. THE BOARD OF DIRECTORS SHALL MANAGE THE AFFAIRS OF THE CORPORATION.

ARTICLE VI

THE REGISTERED OFFICE OF THE CORPORATION AND THE PRINCIPAL PLACE OF DOING BUSINESS IS LOCATED AT: 2910 S. APPLE ST. BOISE, IDAHO 83706.

ARTICLE VII

THE REGISTERED AGENT IS DE TOOMBS, WHOSE ADDRESS IS ^{2910 S Apple St} ~~210 TEENA~~ ST. BOISE, IDAHO 837⁰⁶~~14~~

ARTICLE VIII

THE NAMES AND ADDRESSES OF THE TWO ORIGINAL MEMBERS OF THE BOARD OF DIRECTORS AND ORIGINAL INCORPORATORS IS:
DE TOOMBS 210 TEENA ST. BOISE, IDAHO 83714
JO THOMAS 211 E. 41ST. SP. 2 BOISE, IDAHO 83714

ARTICLE 1X

THERE SHALL BE ONE HUNDRED UNITS OF STOCK IN THE CORPORATION. THE STOCK IS NOT ASSESSABLE. THE QUALIFICATIONS OF THE MEMBERS OF THE CORPORATION SHALL NOT BE PERSONALLY LIABLE FOR THE DEBTS OF THE CORPORATION.

ARTICLE X

EVERY MEMBER OF THE BOARD OF DIRECTORS SHALL BE A SHAREHOLDER IN THE CORPORATION. THE SHAREHOLDERS SHALL HAVE THE RIGHT TO HOLD MEETINGS AS A GROUP GIVE ADVISORY OPINIONS TO THE BOARD OF DIRECTORS CONCERNING THE OVERALL DIRECTION THE CORPORATION SHOULD TAKE.

ARTICLE XI

THE INITIAL BY-LAWS OF THE CORPORATION SHALL BE ADOPTED BY THE BOARD OF DIRECTORS.

ARTICLE XII

THE SHAREHOLDERS OF THE CORPORATION SHALL HAVE POWER TO ALTER, AMEND, OR REPEAL THE BY-LAWS AND THE POWER TO ADOPT NEW BY-LAWS. THE MEMBERS MAY DELEGATE THIS POWER TO THE BOARD OF DIRECTORS. THE BY-LAWS SHALL CONTAIN PROVISIONS FOR THE MANAGEMENT OF THE AFFAIRS OF THE CORPORATION NOT INCONSISTENT WITH THE ARTICLES OF INCORPORATION AND THE LAWS OF THE STATE OF IDAHO.

ARTICLE XIII

THE SHAREHOLDERS SHALL HAVE AT LEAST AN ANNUAL MEETING, WHICH MEETING SHALL BE CALLED BY THE BOARD OF DIRECTORS. THE MEETING

PLACE AS THE DIRECTORS CHOOSE. AT THE FIRST MEETING OF THE SHAREHOLDERS AND EACH ANNUAL MEETING THEREAFTER, THE BOARD OF DIRECTORS SHALL BE SELECTED FOR THE COMING YEAR.

ARTICLE XIV

UPON ELECTION THE BOARD OF DIRECTORS SHALL IMMEDIATELY APPOINT THE CORPORATE OFFICERS FOR THE NEXT YEAR.

ARTICLE XV

THE SECRETARY AND TREASURER OF THE CORPORATION SHALL KEEP FULL, ACCURATE AND NECESSARY RECORDS OF ALL ACTIVITIES OF THE CORPORATION. THESE RECORDS SHALL BE OPEN TO INSPECTION BY THE MEMBERS AT ALL REASONABLE TIMES.

ARTICLE XVI

NO DIVIDENDS SHALL BE PAID AND NO PART OF THE INCOME OF THE CORPORATION SHALL BE DISTRIBUTED TO ITS MEMBERS. THE CORPORATION MAY EMPLOY STAFF AND INDEPENDENT CONTRACTORS TO ACCOMPLISH ITS PURPOSES AND MAY PAY FOR THOSE SERVICES AS WELL AS PAY FOR OTHER GOODS AND SERVICES AS NECESSARY IN ITS OPERATION. THE CORPORATION MAY ALSO RECEIVE CHARITY FROM THE PUBLIC, AND FROM VARIOUS GOVERNMENTAL ENTITIES.

ARTICLE XVII

THE CORPORATION SHALL NOT LOAN MONEY TO ANY OFFICER OR DIRECTOR, EXCEPT HE SHALL ALSO BE AN EMPLOYEE OR CONTRACTOR WITH THE CORPORATION, AND THEN ONLY TO THE EXTENT OF AN ADVANCE ON WAGES OR REMUNERATION TO BECOME DUE DURING THE NEXT MONTH. NO DIRECTOR RECEIVING SUCH ADVANCE SHALL VOTE ON THE SAME.

IN WITNESS WHEREOF WE HAVE HEREUNTO SET OUR HAND AND
SEALS THIS 1st DAY OF April 1992.

NAME: De Thomas ADDRESS 210 Teena Boise Id 83714

NAME: Ja Thomas ADDRESS 211 E 41st #2 Boise Id 83714