

State of Idaho

Department of State

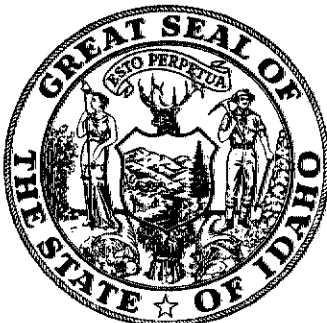
CERTIFICATE OF INCORPORATION OF

CHILDRENS HAVEN, INC.
File number C 110447

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 CHILDRENS HAVEN, 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 3, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sible*

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SEC. OF STATE
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ARTICLES OF INCORPORATION

OF

CHILDRENS HAVEN , INC.

KNOW ALL MEN BY THESE PRESENTS, That We, the undersigned, being citizens of the United States of America and of lawful age, acting as officers pursuant to the Idaho Non-profit Corporation Act, I. C. sections 30-301 et seq., have today voluntarily associated ourselves for the purpose of forming a non-profit corporation, and we hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation is CHILDRENS HAVEN, INC.

ARTICLE II

NON-PROFIT CORPORATION

The corporation is a non-profit corporation.

ARTICLE III

Duration

The duration of the corporation shall be perpetual.

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ARTICLE IV

Purposes and Powers

The purposes and powers of the corporation are the following:

1. This organization is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
2. To have specifically, and exclusively, a scientific, educational or charitable purpose for all its activities, and to have no purpose nor engage in any activity not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or by a corporation to which contributions are deductible within the meaning of Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding sections of any future U.S. Internal Revenue Law.
3. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Non-profit Corporation Act. This includes but is not limited to the following: to provide financial, educational and training assistance or such other related services, to individuals, organizations, children, parents or other entities for the express purpose of assisting in the reduction and elimination of child abuse in the Twin Falls, Idaho, geographical area and surrounding areas; to provide such assistance which is consistent with the purposes set forth herein to individuals and organizations in such a manner as to supplement but not

compete with the programs, policies or goals of those other individuals or organizations; generally to have and to exercise any and all such powers as are by law conferred upon such corporations of like character, and in carrying out the purpose of the corporation to do any and all things and exercise any and all powers not prohibited by law, but not for pecuniary profit, including receiving donations and contributions, and to apply for and receive grants and other assistance from governmental agencies and other entities in order to carry out the purpose of this corporation.

ARTICLE V

Membership

The corporation shall have members. The initial membership shall consist of the incorporators. The membership shall consist of such classes as are set forth in the By-laws. The members shall not be personally liable for the debts, liabilities or obligations of the corporation. The Board of Directors is authorized to establish the amounts, times, methods of collection, times of payments and exemptions from payment of all membership fees and assessments.

ARTICLE VI

Board of Directors

The number of directors of this corporation shall consist of no fewer than three (3) nor more than seven (7), each of whom

shall be a member of this corporation and shall reside in one of the eight counties known as the Magic Valley in Idaho. All other qualifications, powers and duties of the directors shall be as is prescribed in the By-laws of the corporation. The Board of Directors shall have the power to conduct all of the business of the corporation. The Board of Directors shall be selected and affirmed at the annual meeting of the members, as provided in the By-laws of the corporation. The term of office for Directors shall be as set for in the By-laws.

The initial Board of Directors shall be the original incorporators, whose names and addresses are set Forth in Article XII, herein.

ARTICLE VII

Limitations on Activities and Expenditures

All of the property and assets of this corporation shall be, and are, irrevocable dedicated to charitable, scientific and educational purposes and no part of the monies, properties or assets of this corporation, upon dissolution or otherwise, shall inure to the benefit of any private person or individual or any stockholders of this corporation, except as such stockholder may be a corporation organized and operated exclusively for charitable, scientific or educational purposes, including medical research, and which is exempt from taxation, and particularly the Federal Income Tax. Notwithstanding any other provisions of these Articles, the organization shall not carry on any other activities not permitted

by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provisions of these Articles, the incorporation shall not carry on any other activities not permitted to be carried on (1) by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provisions of these Articles, the incorporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a incorporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VIII

Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporations, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational or scientific purposes and which shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine; provided, however, and subject to the above limitations if any of such assets have been acquired under a Federal grant or contract, their disposition shall be made in accordance with the appropriate instructions of the governmental official responsible under the law for the providing such instructions under such circumstances. 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(s) as said Court shall determine, which are organized and operated exclusively for such purposes.

Upon the dissolution of this incorporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding

section of any future tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the incorporation 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 IX

Director Liability

The private property of the directors of the corporation shall not be subjected to the payment of corporate debts and no director shall become individually or personally liable or responsible for any debts or liabilities of the corporation.

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation shall be indemnified by the corporation against any and all reasonable expenses, including attorney fees, incurred in connection with the defense or settlement of such action, suit or proceeding, except in relation to matters as to which it shall be determined in such action, suit or proceeding that the director is liable for the misconduct, as defined by Idaho Code Sections 6-1601 et seq. or as defined in I.C. Section 30-322.

ARTICLE X

No Discrimination

The Childrens Haven shall not discriminate against any person on the basis of race, age, gender, ethnicity, religion, creed, color, national origin, handicap or disability.

ARTICLE XI

Location

The location and address of the initial registered office to the corporation is 497 Rosewood Dr. W., Twin Falls, Idaho 83301, and the name of the initial registered agent at such address is J. Clifton Smallwood.

ARTICLE XII

Officers

The names and addresses of the officers are:

<u>NAME</u>	<u>ADDRESS</u>
1. J. Clifton Smallwood	497 Rosewood Dr. W. Twin Falls, Idaho 83301
2. Ione Smallwood	497 Rosewood Dr. W. Twin Falls, Idaho 83301

IN WITNESS WHEREOF, the parties hereto have hereunto set hands on the date set forth below.

J. Clifton Smallwood
J. Clifton Smallwood,
President

Ione Smallwood
Ione Smallwood,
Secretary

VERIFICATION

STATE OF IDAHO) ss
COUNTY OF TWIN FALLS)

I, Barbara L. Delmore, a notary public, do hereby certify that on this 1 day of May, 1995, personally appeared before me J. Clifton Smallwood who, being by me first duly sworn, declared that he is the President of Childrens Haven that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Barbara L. Delmore

Residing at Twin Falls

My Commission Expires: 10-21-97

STATE OF IDAHO) ss
COUNTY OF TWIN FALLS)

On this 1 day of May, 1995, before me, the undersigned, personally appeared Ione Smallwood, known to me to be one of the persons whose name is subscribed to the foregoing instrument, and acknowledge 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.

Barbara L. Delmore
NOTARY PUBLIC FOR IDAHO

Residing at Twin Falls
My Commission Expires 10-21-97