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State of Idaho

Department of State

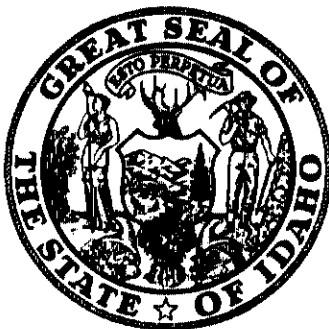
CERTIFICATE OF AMENDMENT OF

INCHWORM DAYCARE, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of INCHWORM DAYCARE, INC. duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: April 8, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Davies*

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

APR 8 12 12 PM '93
SECRETARY OF STATE

INCHWORM DAYCARE, INC.

The Articles of Incorporation of INCHWORM DAYCARE, INC., are hereby amended for the purpose of changing the nature of the Corporation from a Non-Profit Corporation to a For-Profit Corporation, as defined under the Corporation Laws of the State of Idaho. All Articles are amended as follows:

**ARTICLE I.
Name of Corporation**

The name of this corporation and by which it shall be known is **INCHWORM DAYCARE, INC.**

**ARTICLE II.
Duration**

The period of existence and duration of the life of this corporation shall be perpetual.

**ARTICLE III.
Place of Business**

The name and location of the registered agent and office of the corporation is:

**Linda Paddock
1717 Crestmont Drive
Meridian, Idaho 83642**

**ARTICLE IV.
Purpose**

The purposes and objects for which this incorporation is formed are:

(a) To operate one or more daycare centers and to provide children with educational and developmental training together with custodial care and to do all things and perform all services and phases of business and transactions directly or indirectly related thereto and do all things connected with or incidental thereto.

(b) To purchase for investment or resale, and to deal in, land and other property of any tenure and any interest therein, and to create, sell, or deal in, any freehold, leasehold, ground rents, and to make advances upon the securing of land, houses and other property, or any interest therein, and to generally deal in, by way of sale, lease, exchange, or otherwise, land and house property and any other property, whether real or personal;

(c) To make any improvements upon any real property, including, but not limited to, the subdivision thereof, the installation of water systems, sewer systems, the building of structures for rent or sale or lease, the general improving of sites, the building of roads, fences, and any and all other improvements deemed advisable by the Board of Directors of the corporation;

(d) To buy, sell, acquire, hold, own, dispose of, convey, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, franchises, privileges, rights, goods, wares and merchandise of every kind, nature and description;

(e) To buy, sell, convey, lease, let, mortgage, exchange or otherwise acquire and dispose of lands, lots, houses, building and real property, hereditaments, and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do and without limit as to amount;

(f) To acquire by purchase, subscription, or otherwise, and to own, hold sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of, any shares of capital stock, scrip, bonds, mortgages, securities, or evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon;

(g) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof;

(h) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law;

(i) To acquire, hold, sell, reissue or cancel any shares of it's own capital stock, provided, however, that this corporation may not use any of it's funds or property for the purchase of it's own common stock when such use would cause any impairment of the capital of this corporation; and provided further, that the shares of it's own capital stock belonging to this corporation shall not be voted directly or indirectly;

(j) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;

(k) To organize, promote, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;

(l) To have one or more offices to carry on all or any part of it's operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, association or corporation;

(m) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said state, or under any Act amendatory thereof or supplemental thereto or substituted therefor;

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplement thereto, or substitute therefor, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the sub-paragraphs (a) to (m), inclusive, of paragraph Second of these Articles of Incorporation shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to, or inference from, the terms of any other sub-paragraph, clause or paragraph of the Articles of Incorporation.

ARTICLE V.
Capitalization

The amount of capital stock of this corporation shall be and is 100 shares of stock of the par value of \$2.00 each, making an aggregate stock of \$ 200.00, which stock shall not be issued until fully paid for and once so issued shall be nonassessable.

ARTICLE VI.
Incorporators

The names and post office addresses of the incorporators and the number of shares subscribed for by each, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
Linda Paddock	5112 Grover Street Boise, Idaho 83704	
Kerri Paddock	1617 Olympia Street Boise, Idaho 83705	
Kim Vail-Paddock	5112 Grover Street Boise, Idaho 83704	

ARTICLE VII.
Assessment

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or paying debts of the corporation.

ARTICLE VIII.
Directors

The number of directors shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, and in accordance with Section 30-139, Idaho Code. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

The names and addresses of the directors of the corporation are:

Linda Paddock
5112 Grover Street
Boise, Idaho 83704

Kim Vail-Paddock
5112 Grover Street
Boise, Idaho 83704

Kerri Paddock
1617 Olympia Street
Boise, Idaho 83705

Kathe' Mitchell
424 W. Cherry Lane, Space #73
Meridian, Idaho 83642

ARTICLE IX.

Preferential Rights

Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

ARTICLE X.

Disposition of Assets

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient for the best interests of the corporation, but only when such act is authorized by the vote of holders of two-thirds of the voting power of all shareholders.

ARTICLE XI.

Disclosure


No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation, any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or any such transaction with like force and effect as if he/she were not such director or officer of such other corporation or not so interested.


ARTICLE XII.
Rights of Amendment

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws, and the corporation reserves the right to amend, alter, change or repeal, any provision contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of said State of Idaho provide.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this
_____ day of _____, 1993.


Linda Paddock


Kerri Paddock


Kim Vail-Paddock


Kathe Mitchell

CERTIFICATE

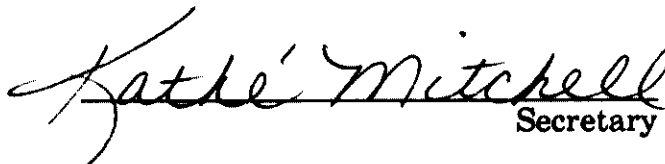
THIS IS TO CERTIFY that at a special meeting of the Board of Directors, which was held pursuant to due notice and waiver thereof, and at which a quorum was present, on the 6th day of January, 1993, at 10:00 a.m., at the office of the Corporation at Boise, Idaho, that a motion was unanimously passed setting forth a proposed amendment to the Articles of Incorporation, directing that it be submitted to a vote at a meeting of the shareholders, to change the nature of the Corporation to from Non-Profit to For-Profit, as provided in Idaho Code Section 30-1-58 and as provided under ARTICLE XII of the Articles of Incorporation; that the stockholders of the Corporation, at a special meeting held pursuant to notice and waiver thereof, on the 6th day of January, 1993, at 10:00 a.m., at the office of the Corporation at Boise, Idaho; that a motion was unanimously passed, to change the nature of the Corporation to from Non-Profit to For-Profit. The foregoing are true and correct Articles of Incorporation now in full force and effect.

IN WITNESS WHEREOF, we subscribe and attest to the foregoing changes in the Articles of Incorporation of **INCHWORM DAYCARE, INC.**, an Idaho corporation, adopted at the special meeting of the stockholders held on the 6th day of January, 1993, at Boise, County of Ada, State of Idaho; that we have read the foregoing Certificate and Amendments of Articles of Incorporation contained therein and know the contents thereof, and that the same contains a full, true, correct and complete copy of the Articles of Incorporation of **INCHWORM DAYCARE, INC.**, an Idaho corporation, adopted at the special meeting of the stockholders of the corporation on the 6th day of January, 1993, at Boise, County of Ada. State of Idaho.



President

Attest:

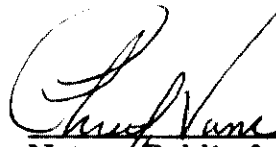


Secretary

VERIFICATION

STATE OF IDAHO)
 : ss.
County of ADA)

I, Christy Vance, a notary public for the State of Idaho, do hereby certify that on this 7th day of April, 1993, before me personally appeared Linda Paddock and Kathe' Mitchell, who, being first duly sworn, declared that they are the President and Secretary, respectively, of **INCHWORM DAYCARE, INC**; that they signed the foregoing document as President and Secretary respectively of the corporation; and that the statements therein contained are true.



Notary Public for Idaho

Residing at: Meridian, Idaho

Commission expires: 05/19/98