

**ARTICLES OF INCORPORATION
OF
WILLOW CENTER, INC.**

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The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is WILLOW CENTER, INC..

ARTICLE II. NONPROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The location of this Corporation is in the City of Lewiston County of Nez Perce, State of Idaho. The address of the initial registered office is P.O. Box 1510, 321 13th Street, Lewiston, Idaho, 83501, and the name of the initial registered agent at this address is Eric K. Peterson.

ARTICLE V. PURPOSES

The purpose of the Corporation is to organize and operate exclusively for charitable and/or educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. The goal of the center is to provide loving support in a safe place so children and teens grieving a death can share their experience as they move through the healing process. Willow Center extends supportive services to families, care givers and the community. Willow Center may engage in any lawful activity for which non-profit corporations may be organized under Idaho Law.

To exercise all powers granted by law necessary and proper to carry out the above stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained

Articles of Incorporation
WILLOW CENTER, INC.

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IDAHO SECRETARY OF STATE

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shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI. LIMITATIONS

No part of the net earning or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 V hereof. 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 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 provision 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 1986 (or corresponding provision of any future United States Internal Revenue law).

ARTICLE VII. NO MEMBERS

There shall be no members of the Corporation.

ARTICLE VIII. INDEMNIFICATION

No Director of the Corporation shall be personally liable to its creditors or for any indebtedness or liability, and any and all creditors shall look only to the assets of the Corporation for payment.

The private property of the officers and directors of the corporation shall be exempt from the debts of the corporation, and no officer, director, or member shall be individually or collectively liable or responsible for any debts or liabilities of the corporation.

The corporation will hold harmless and indemnify its board members from any and all liability, loss or damage, excluding that arising from gross negligence or intentional acts of the board member, that the board member may suffer arising out of or in connection with the board members duties or acts.

The statutory immunity of officers and Directors of this Corporation from suit by others than members of this corporation shall be preserved to the furthest extent allowed by law, this corporation shall, without court approval, indemnify and reimburse

such officers and Directors for all losses, claims, damages, or expenses of every kind or nature caused by or the result of, or in any way flowing from any suit or claim by others than members of this Corporation from the operations associated with this entity.

ARTICLE IX. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than five (5) nor more than fifteen (15) individuals. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>	
Button, Steve	3722 15th St.	Lewiston, Id. 83501
Gabby, Sally	1095 Waha Rd.	Lewiston, Id. 83501
Fitzgerald, Chris	2440 Evans Rd.	Clarkston, Wa. 99403
Harwick, Jason	711 17th Av. #A	Lewiston, Id. 83501
Kenyon, Carrie	2452 Westwood Ct.	Clarkston, Wa. 99403
Rooney, Judy	1642 Ridgeview Dr.	Clarkston, Wa. 99403
Rule, Linda	3119 Riverview Terrace	Lewiston, Id. 83501
Stipe, Dan	514 Bryden Ave.	Lewiston, Id. 83501
Street, Deb	333 Syringa Ct.	Lewiston, Id. 83501
Wilson, Tamara	2904 20th St.	Clarkston, Wa. 99403
Ehler, Lynnette	325 5th St.	Lewiston, Id 83501

ARTICLE X. DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporations, distribute all assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed 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 organizations, as such Court shall determine to be consistent with the purposes of the Corporation.

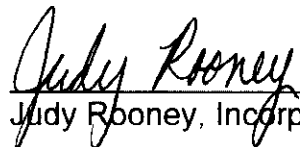
ARTICLE XI. INCORPORATOR

The name and street address of the incorporator is Judy Rooney, 1642 Ridgeview Dr., Clarkston, Wa. 99403.

ARTICLE XII. BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

Dated this 10th day of September 1999.

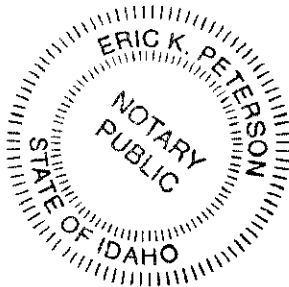


Judy Rooney, Incorporator

STATE OF IDAHO)
) ss.
COUNTY OF Nez Perce)

On this 10th day of September 1999, before me, the undersigned, a notary public in and for the state of Idaho, personally appeared Judy Rooney, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and official seal the day and year first above written.



A handwritten signature in cursive script, appearing to read "Eric Peterson", written over a horizontal line.

Notary Public, State of Idaho, residing in
Lewiston. My commission expires: 5/29/2003