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CLERK OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION OF APPLE TREE LEARNING CENTER LTD.

The following Articles of Incorporation are hereby adopted pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, by three incorporators, all of whom are citizens of the United States:

1. Name. The name of the corporation is:

Apple Tree Learning Center Ltd.

2. Duration. The corporation shall have perpetual duration.

3. Purposes. The corporation is formed exclusively for the educational purposes of operating a Children's Day Care Center under the provisions of **Idaho Code, Title 39, Chapter 11**, as now existing and as hereafter amended. Corporation shall operate as an exempt organization in accordance with the requirements of **Internal Revenue Code § 501(c)(3)** and **(k)**, as now existing and as hereafter amended. In furtherance thereof (a) substantially all of the care provided by corporation is for purposes on enabling individuals to be gainfully employed, and (b) the services provided by corporation shall be available to the general public.

4. No Capital Stock. The corporation shall have no capital stock.

5. Members. This is a non-profit membership corporation. The initial incorporators are the present Members. The Members shall provide the skills, professional services, and contributions of resources and services in the establishment of the Apple Tree Learning Center and in operating the Children's Day Care Center. Additional Members may be admitted, provided they are qualified to provide services in the operation of the Children's Day Care Center. Members may transfer their memberships, without monetary consideration, to replacement Members whom they determine are dedicated, willing and qualified to assure the continued successful operation of the Children's Day Care Center.

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6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the corporation are:

Jennifer T. Larsen
1748 North Stocks Avenue
Rexburg, Madison County, Idaho 83440

7. Directors. The initial Board of Directors shall consist of three directors whose names and addresses are as follows:

Beverly Miller
250 Apache Avenue
Rexburg, Idaho 83440

Jennifer T. Larsen
665 West Main Street
Rexburg, Idaho 83440

Shawn Larsen
665 West Main Street
Rexburg, Idaho 83440

Directors shall be selected from among Members. The Members may, from time to time, increase or decrease the number of Directors, within the applicable statutory requirement, which in **Idaho Code § 30-3-65** now requires a minimum of three Directors.

8. Incorporators. The names and addresses of the incorporators are:

Beverly Miller
250 Apache Avenue
Rexburg, Idaho 83440

Jennifer T. Larsen
665 West Main Street
Rexburg, Idaho 83440

Shawn Larsen
665 West Main Street
Rexburg, Idaho 83440

9. Net Earnings. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its Members, nor to its 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 exempt educational purposes of corporation.

10. Prohibited Activities. No substantial part of the activities of corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, 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 **Internal Revenue Code § 501(c)(3)** and (k), or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under **Internal Revenue Code § 170(c)(2)**, or the corresponding section of any future federal tax code. If reference to federal law in these Articles of Incorporation imposes a limitation that is invalid under the law of the State of Idaho, corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the exempt purposes of this corporation.

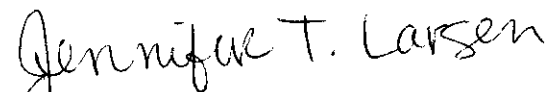
11. Non-Discrimination. Neither corporation nor any department or division within it shall discriminate on the basis of race, color, religion or national origin, with respect to (a) admissions, (b) use of facilities or exercise of privileges, (c) faculty or administrative staff, nor (d) scholarship or loan programs. Corporation shall make its nondiscriminatory policies known in a manner that brings the policies to the attention of all segments of the general community that it serves.

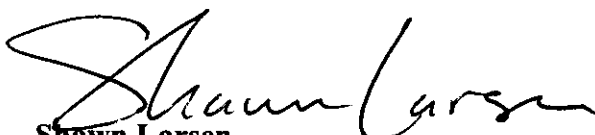
12. Dedication of Assets; Distribution on Dissolution. The assets of this corporation are irrevocably and permanently dedicated to exempt educational purposes. Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of **Internal Revenue Code § 501(c)(3)**, or the corresponding section of any future

federal 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 of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, that are organized and operated exclusively for such purposes.

DATED: July 12, 2001.


Beverly Miller


Jennifer T. Larsen


Shawn Larsen

Acknowledgment

STATE OF IDAHO)
 ss
County of Madison.)

On this 12th day of July, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared **Beverly Miller, Jennifer T. Larsen and Shawn Larsen**, known to me to be the persons whose names are subscribed to the within Articles of Incorporation and acknowledged to me that they executed the same.

Notary Public for Idaho
Residing at Rexburg
My commission expires: 7/27/2001