

# Department of State.

**CERTIFICATE OF INCORPORATION  
OF**

**WEE CARE AND LEARNING CENTER, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
WE CARE AND  
duplicate originals of Articles of Incorporation for the incorporation of LEARNING CENTER, 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.

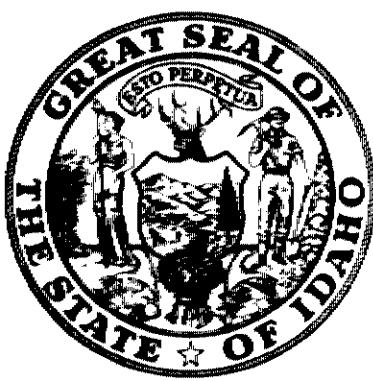
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Date:

October 29

19 

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SECRETARY OF STATE

### Corporation Clerk

ARTICLES OF INCORPORATION

OF

RECEIVED  
SEC. OF STATE

WEE CARE AND LEARNING CENTER, INC. OCT 29 AM 9 05

A NON-PROFIT CORPORATION

We, the undersigned incorporators, being persons legally competent to enter into contracts, for the purpose of forming a corporation under the laws of the State of Idaho, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is: WEE CARE AND LEARNING CENTER, INC., and is organized at Soda Springs, Caribou County, Idaho.

ARTICLE II

NON-PROFIT CORPORATION

This corporation is formed as a non-profit corporation pursuant to Title 30 - Chapter 3 of the Idaho Code.

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III

DURATION

The time of duration of this corporation is perpetual, subject to dissolution as authorized by law.

ARTICLE IV

PURPOSE

The purposes of this corporation are as follows:

(a) To conduct educational programs for adults and children and other enterprises directly or indirectly related thereto, of any kind and nature.

(b) To engage in any business whatsoever, either as principal or as agent, or both, which the corporation may determine convenient or proper in furtherance of any of the non-profit purposes hereinabove mentioned or otherwise; and to have and acquire all the powers authorized by the laws of the State of Idaho under which the corporation is formed, whether expressly set forth in this article or not, as such laws are now in effect or may at any time hereafter be amended or enacted.

(c) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Second 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(d) Upon the dissolution of the corporation, 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 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 the Court of Common Pleas 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 said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

The corporation shall have no members, and all business shall be conducted by the Board of Directors and officers of the corporation as duly elected by the shareholders of said corporation.

ARTICLE VI

The address of the initial registered office of the corporation shall be: 301 North Hooper Avenue, Soda Springs, Idaho 83276, and initial registered agent shall be Yvonne Sparrow, 301 North Hooper Avenue, Soda Springs, Idaho 83276.

A place of business and branch offices for the conducting or carrying on of any portion of the non-profit enterprise may be established in any state, territory, or possession of the United States of America in which a corporation having the above powers can legally function, and the corporation may have one office or more than one office and keep the books of the corporation outside the State of Idaho.

ARTICLE VII

AUTHORIZED SHARES

The capital stock of the corporation shall amount to ONE THOUSAND (\$1,000.00) DOLLARS. The capital stock of the corporation shall be divided into one thousand (1,000) shares of Common Stock at One Dollar (\$1.00) par value. At such time as the Board of Directors may, by resolution, direct said capital stock shall be paid into the corporation either in cash or by the sale and transfer to it of real or personal property

and any other valuable right to thing for the use and purpose of the said corporation, in payment for which shares of the capital of the corporation will be issued and the capital stock so issued shall thereupon and thereby become and be fully paid-up and nonassessable forever, and in the absence of actual fraud in the transactions, the judgment of the Board of Directors as to the value of the property purchased shall be conclusive. The corporation by the action of its shareholders, is authorized to increase, decrease or reclassify its stock, or to recall the same. In addition to its capital stock, the corporation may accept additional cash or property as paid-in surplus.

#### ARTICLE VIII

#### INCORPORATORS

The names and post office addresses of the incorporators and the number of shares foor which each subscribe are as follows:

<u>NAME &amp; ADDRESS</u>	<u>NUMBER OF SHARES</u>
Yvonne Sparrow Wood Canyon Road Soda Springs, Idaho 83276	100
Dawna Smith 430 Gagon Drive Soda Springs, Idaho 83276	100

#### ARTICLE IX

#### BOARD OF DIRECTORS

The names and post office addresses of each of the

proposed members of the initial Board of Directors are as follows:

<u>NAME &amp; ADDRESS</u>	<u>NUMBER OF SHARES</u>
Yvonne Sparrow Wood Canyon Road Soda Springs, Idaho 83276	100
Dawna Smith 430 Gagon Drive Soda Springs, Idaho 83276	100

#### ARTICLE X

##### CORPORATE AFFAIRS

The method and manner of holding director's meeting and stockholder's meetings, the authority and duties of each of the officers of the corporation, and all other matters for management and control of the corporation shall be determined by the By-Laws of the corporation and by the laws of the State of Idaho.

#### ARTICLE XI

##### AMENDMENTS TO ARTICLES

These articles may be amended in any respect conformable to the laws of the State of Idaho and by a vote of the required percentage of stockholders as required by the laws of the State of Idaho in a meeting of stockholders called for that purpose as prescribed by law.

#### ARTICLE XII

##### AMENDMENTS TO BY-LAWS

The Board of Directors may repeal and amend the By-laws of the corporation and adopt new By-Laws.

IN WITNESS WHEREOF, we hereunto set our hands and seals  
this 9<sup>th</sup> day of October, 1987.

Yvonne Sparrow  
YVONNE SPARROW

Dawna Smith  
DAWNA SMITH

STATE OF IDAHO )  
County of Caribou ) :ss

On this 9<sup>th</sup> day of October, 1987, before me, the undersigned Notary Public in and for said County and State, personally appeared YVONNE SPARROW and DAWNA SMITH, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they 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.

Janice Johnson  
NOTARY PUBLIC FOR IDAHO  
Residing at Soda Springs,  
Commission expires: 5-5-93

(SEAL)