

**ARTICLES OF INCORPORATION  
OF**

**CAMAS COUNTY PRE-SCHOOL & DAYCARE, INC.**

**FILED EFFECTIVE**  
2005 MAR 28 AM 10:24  
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation under the provisions of the Idaho Nonprofit Corporation Act (Idaho Code, Title 30, Chapter 3) adopts the following Articles of Incorporation:

**Article 1**

**Name**

The name of this corporation is: Camas County Pre-School & Daycare, Inc.

**Article 2**

**Duration**

The duration of the corporation shall be perpetual.

**Article 3**

**Purposes**

The corporation is organized and shall at all times be operated exclusively for educational and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended from time to time (the "Code"). The purpose of the corporation will include, but not limited to, operating a daycare educational program for children in Camas County, Idaho (the "Program"). The Program will normally maintain a regular faculty and curriculum in an open classroom setting, with groups of children receiving different instruction based on their ages. The Program will include exercises in listening skills; exposure to numbers, letters, concepts, mathematics, and science; arts and crafts; and problem solving.

**Article 4**

**Prohibited Activities**

**4.1 General Prohibition, Private Inurement, Lobbying, and Political Activities.** Notwithstanding any of the provisions of these Articles of Incorporation, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code. No part of the net earnings of the corporation shall inure to the benefit of any member director, officer or private individual. No substantial part of the activities of the corporation shall be devoted to the

C 159605

carrying on of propaganda, or otherwise attempting to influence legislation except as may be permitted to Section 501(c)(3) organizations by the Code, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The corporation shall not have or issue shares of stock and shall not make any disbursement of income or any loans to its members, directors or officers.

**4.2 Excess Benefit Rules and Private Foundation Excise Taxes.** It is anticipated that the corporation will at all times be a publicly supported organization and not a private foundation within the meaning of Section 509 of the Code. So long as the corporation is a publicly supported organization, it shall not engage in any excess benefit transactions within the meaning of Section 4958. If, and for so long as, the corporation is a private foundation within the meaning of Section 509 of the Code, then the corporation is prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holding as defined in Section 4943(c) of the Code which would subject the corporation to tax under Section 4943 of the Code, from making any investments which would subject the corporation to tax under Section 4944 of the Code, from making any taxable expenditures as defined in Section 4945(d) of the Code, and if Section 4942 of the Code is deemed applicable to the corporation, the corporation shall make distributions at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code.

## **Article 5**

### **Board of Directors**

**5.1 Number and Qualification.** The Board of Directors shall initially consist of six (6) directors. The number of directors may be increased or decreased from time to time by amendment to the corporation's Bylaws; provided that the number of directors may not be decreased below three (3) directors; and provided, further, that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director unless such director resigns or is removed in accordance with the provisions of the Bylaws of this corporation.

**5.2 Initial Directors.** The names and addresses of the persons who are designated to serve as initial directors are:

| <u>DIRECTORS</u> | <u>ADDRESS</u>                        |
|------------------|---------------------------------------|
| Rod Gonsales     | Route 1, Box 2070<br>Corral, ID 83322 |
| Edward Smith     | P.O. Box 425<br>Fairfield, ID 83327   |
| Melanie Gonsales | Route 1, Box 2070<br>Corral, ID 83322 |

**DIRECTORS****ADDRESS**

David Hanks

P.O. Box 58  
Fairfield, ID 83327

Ed Marshall

P.O. Box 370  
Fairfield, ID 83327

Bill Simon

P.O. Box 364  
Fairfield, ID 83327**Article 6****Bylaws**

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

**Article 7****Distributions Upon Dissolution**

No director, trustee or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation or the winding up of its affairs. Upon dissolution or winding up of the corporation, after paying or making adequate provision for payment of all of the liabilities, all remaining assets of the corporation shall be distributed by the board of directors to a nonprofit fund, foundation, or corporation which is organized and duly operated exclusively for charitable and educational purposes, and which at that time qualifies for tax exempt status under Section 501(c)(3) of the Code. Any assets not so disposed of shall be disposed of by the Superior Court of Camas County, Idaho, for the purposes set forth in Article 3 of these Articles of Incorporation or to such organization or organizations as the Superior Court of Camas County shall determine to be organized and operated for similar purposes.

**Article 8****Registered Agent**

The name and address of the initial registered agent of the corporation is CT Corporation System, 300 North 6th Street, Boise, Idaho 83702.

## **Article 9**

### **Limitations on Director Liability**

Except to the extent otherwise required by applicable law (as it exists on the date of the adoption of this Article 9 or may be amended from time to time), a director of the corporation shall not be personally liable to the corporation for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director, or (ii) for any transaction from which the director personally receives a benefit in money, property or services to which the director is not legally entitled. No amendment to or repeal of this Article 9 shall adversely affect any right of protection of any director of the corporation occurring after the date of the adoption of this Article 9 and prior to such amendment or repeal.

## **Article 10**

### **Indemnification**

The corporation shall indemnify any director or officer of the corporation who is involved in any capacity in a proceeding (as provided in Idaho Code § 30-3-88, as presently in effect and as hereafter amended) by reason of the position held by such person or entity in the corporation, to the full extent allowed by applicable law, as presently in effect and as hereafter amended; provided, however, that the corporation shall only indemnify a director or officer seeking indemnification in connection with a proceeding initiated by such person if such proceeding or part of a proceeding was authorized by the Board of Directors or if such proceeding was brought by a director or officer to enforce a claim for indemnification under this Article 10 and a court or an arbitrator determines that the director or officer is entitled to all of the relief claimed.

By means of a resolution or of a contract specifically approved by the Board of Directors, the corporation may indemnify an employee or agent to such degree as the Board of Directors determines to be reasonable, appropriate, and consistent with applicable law and to be in the best interests of the corporation.

The Board of Directors of the corporation shall have the right to designate the counsel who shall defend any person or entity who may be entitled to indemnification, to approve any settlement, and to approve in advance any expense.

Reasonable expenses incurred by a director or officer, who is involved in any capacity in a proceeding by reason of the position held in the corporation, shall be advanced by the corporation to the full extent allowed by applicable law, as presently in effect and as hereafter amended. Reasonable expenses incurred by an employee or agent who is involved in any capacity in a proceeding by reason of the position held by such person or entity in the corporation may be, but is not required to be, advanced by the corporation prior to the final disposition of such proceeding to the full extent allowed by applicable law, as presently in effect and as hereafter amended. Expenses shall not be advanced to any director, officer, employee or agent unless that person first promises in a writing delivered to the corporation to repay all

amounts advanced by the corporation in the event that it is later determined that such person is not entitled to be so indemnified.

The corporation may purchase and maintain insurance on behalf of any person who is a director, officer, employee, or agent of the corporation or is serving at the request or consent of the corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability incurred by such person because of such person's status, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article 10. In addition, the corporation may enter into contracts with any director or officer of the corporation in furtherance of the provisions of this Article 10 and may create a trust fund, grant a security interest, or use other means (including without limitation a letter of credit) to ensure the payment of such amounts as may be necessary or desirable to effect the indemnification and advances contemplated in this Article 10.

The right to indemnification conferred by this Article 10 shall be interpreted to conform with, and shall not create any right that is inconsistent with, applicable law, as presently in effect and as hereafter amended. To the full extent allowed by applicable law (as presently in effect and as hereafter amended), the right to indemnification conferred by this Article 10 shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person. The rights conferred in this Article 10 shall not be exclusive of any other rights which any person may have or acquire under any applicable law (as presently in effect and as hereafter amended), these Articles of Incorporation, the Bylaws of the corporation, a vote of the Board of Directors of the corporation, or otherwise.

If the Idaho Nonprofit Corporation Act is amended to expand or increase the power of the corporation to indemnify, to pay expenses in advance of final disposition, to enter into contracts, or to expand or increase any similar or related power, then, without any further requirement of action by the directors of this corporation, the powers described in this Article 10 shall be expanded and increased to the fullest extent permitted by law.

Notwithstanding any other provision of this Article 10, no indemnification shall be provided to any person if in the opinion of counsel payment of such indemnification would cause the corporation to lose its tax exempt status, if any, from federal income taxation.

No amendment to or repeal of this Article 10 shall adversely affect any right of protection of any director, officer, employee or agent for events occurring after the date of the adoption of this Article 10 and prior to such amendment or repeal.

## **Article 11**

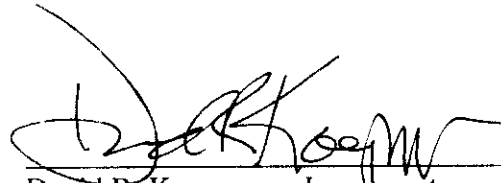
### **Members**

The corporation shall have no members.

**Article 12**  
**Incorporator**

The incorporator is David R. Koopmans and his address is 999 Third Avenue, Suite 3000, Seattle, Washington 98104.

DATED this 16<sup>th</sup> day of March, 2005.

  
\_\_\_\_\_  
David R. Koopmans, Incorporator