

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

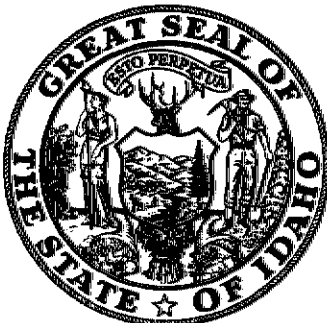
CHILD WITHIN CONCEPTS, INC.

File number C 109080

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of CHILD WITHIN CONCEPTS, 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.

Dated: January 17, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*[Signature]*

**ARTICLES OF INCORPORATION  
OF  
CHILD WITHIN CONCEPTS, INC.**

JAN 17 4 12 PM '88  
SECRETARY OF STATE

**PREAMBLE**

The undersigned, acting as the incorporators of a nonprofit corporation adopt the following Articles of Incorporation for the purpose of forming a nonprofit corporation under the provisions of the Idaho Nonprofit Corporation Act (Chapter 3, Title 30, Idaho Code.) It is the intent and purpose of the incorporators, by and through these Articles of Incorporation and the Bylaws of CHILD WITHIN CONCEPTS, Inc., to create a conceptual setting and organizational structure that will contribute to the quality of life throughout Idaho and the northwestern United States by sharing information to enhance personal and emotional health.

**FIRST CORPORATE NAME**

The name of the Corporation is CHILD WITHIN CONCEPTS, INC.

**SECOND STATEMENT OF STATUS**

This Corporation is organized as a nonprofit corporation.

**THIRD PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**FOURTH REGISTERED OFFICE AND AGENT**

The location of the Corporation is in the City of Boise, County of Ada, and in the State of Idaho. The address of the initial registered office is 2920 Raindrop Drive, Boise, Idaho, 83706, and the name of the initial registered agent at this address is M. Patricia Wynn.

**FIFTH PURPOSES**

The purposes for which the Corporation is organized and will be operated are as follows:

A. The formation and operation of this Corporation shall be for any and all lawful purposes, primarily in, or for the benefit of, the community of the State of Idaho and northwestern states, (Idaho Code Chapt 30-3-17 and Chap 30-3-2), and other states.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

articles of incorporation, page 2

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

**FOURTH    LIMITATIONS**

No part of the net earnings 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 these Articles. No substantial part of the activities of the Corporation shall be for 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 provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

**FIFTH    NO MEMBERS**

The Corporation shall not have any members.

**SIXTH    BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. Directors must be natural persons. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation. The names and street addresses of the initial Directors are:

President:    M. Pat Wynn, 2920 Raindrop Drive, Boise, Idaho, 83706; and

Secretary-Treasurer: B. Ann Patterson, 315 West Maple Street, Meridian, Idaho, 83642;

articles of incorporation, page 3

SEVENTH INCORPORATORS

The names and street addresses of the incorporators are:  
B. Ann Patterson, 315 West Maple Street, Meridian, Idaho, 83642;  
M. Patricia Wynn, 2920 Raindrop Drive, Boise, Idaho, 83706.

EIGHTH DISTRIBUTION ON DISSOLUTION

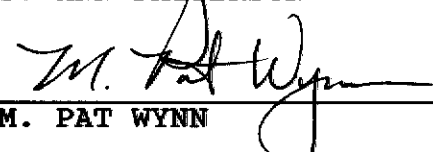
Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that 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 by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

NINTH BYLAWS

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

DATED THIS 17<sup>th</sup> DAY OF January, 1995.

  
B. ANN PATTERSON

  
M. PAT WYNN