



CERTIFICATE OF INCORPORATION
OF

PARENTS WITHOUT PARTNERS PALOUSE CHAPTER NO. 490, INC.

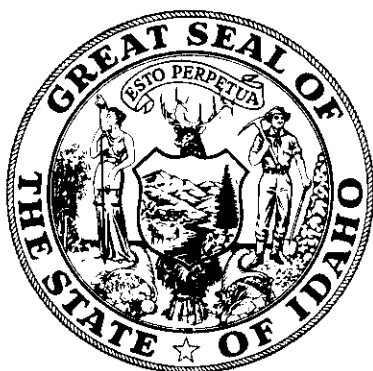
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

PARENTS WITHOUT PARTNERS PALOUSE CHAPTER NO. 490, 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 July 9, 1980



SECRETARY OF STATE

Corporation Clerk

JUL 9 8 26 AM '80
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
PARENTS WITHOUT PARTNERS PALOUSE
CHAPTER NO. 490, INC.

We hereby associate to form a nonprofit corporation under the provisions of Chapter 10 of Title 30 of Idaho Code and to that end, set forth the following:

I

The name of the Corporation is Parents Without Partners
Palouse Chapter No. 490, Inc.

II

The purposes for which the Corporation is formed are as follows:

A. To establish facilities (lectures, discussion groups, recreational activities, etc.) for single parents (widowed, divorced, separated or unmarried) and their children in order to aid them in the transition to a single parent family; and

B. To utilize the facilities of the Corporation for wholesome recreational activities for its members and their children; and

C. To further the educational and character building development of the children of single parents; and

D. For any other purpose not in violation of the applicable corporate statutes of the State of Idaho and/or Section 501C3 of the United States Internal Revenue Code of 1954, as amended from time to time; and

E. The purposes of the Corporation are wholly charitable and educational.

III

The duration of the Corporation shall be perpetual.

IV

The Corporation shall not issue stock.

V

The Corporation is NOT FOR PROFIT. No part of the net earnings of the Corporation shall enure to the benefit of or

be distributable to its members, trustees, officers, directors or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distribution in the furtherance of the purposes set forth herein. 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 any political campaign on behalf of any candidate for public office.

VI

A. This Corporation has a license and franchise agreement with Parents Without Partners, Inc., a non-profit corporation organized and existing under and by virtue of the laws of the State of New York. Parents Without Partners Palouse Chapter No. 490, Inc., is being organized as an affiliated membership corporation authorized by Parents Without Partners, Inc., upon approval of the Articles of Incorporation and Bylaws of Parents Without Partners Palouse Chapter No. 490, Inc., by the International Board of Directors of said Corporation, Parents Without Partners, Inc.

B. Parents Without Partners Palouse Chapter No. 490, Inc., has, as set out above, entered into a license and franchise agreement with the said Parents Without Partners, Inc., whereby Parents Without Partners Palouse Chapter No. 490, Inc., is licensed and permitted to use the name Parents Without Partners, Inc., and various other symbols and trademarks of said Corporation; provided however, upon revocation of the license or franchise granted by Parents Without Partners, Inc., to Parents Without Partners Palouse Chapter No. 490, Inc., the Board of Directors, officers or other persons having possession of the corporate books, records, funds or other property of Parents Without Partners Palouse Chapter No. 490, Inc., shall promptly turn over such property to Parents Without Partners, Inc., or its designated representative.

C. Furthermore, Parents Without Partners Palouse Chapter No. 490, Inc., upon withdrawal, disaffiliation or loss of its license or franchise with Parents Without Partners, Inc., shall forever be barred from using the name Parents Without Partners in any form or manner, or in any combination with other words, nor shall it use any of the trademarks of Parents Without Partners, Inc., and shall not make any reference thereafter to its association or affiliation with Parents Without Partners, Inc.

- D. As set forth heretofore, upon dissolution of Parents Without Partners Palouse Chapter No. 490, Inc., and upon payment of all corporate debts, all monies and properties of same shall revert to the said Parents Without Partners, Inc., a not-for-profit corporation organized and existing under and by virtue of the laws of the State of New York; provided however, that the assets and properties so conveyed shall be used by the grantee for purposes similar to those of the conveying corporation.

VII

The names and addresses of the incorporators are as follows:

NAME	ADDRESS
<u>Harlan Vandembark</u>	<u>631 Warner #8, Lewiston</u>
<u>Bonnie Yoseph</u>	<u>1508 Ripon, Lewiston</u>
<u>Elva Bowman</u>	<u>431 Vista, Lewiston</u>
<u>Lorraine Wilkerson</u>	<u>1550 8th Street, Clarkston</u>
<u>Veda Dillon</u>	<u>936 Stewart, Lewiston</u>

VIII

The location and post office address of the registered office of the corporation is 1304 Idaho Street, Lewiston, Idaho 83501, County of Nez Perce, Idaho. Initial registered agent of the corporation is Garry W. Jones, Attorney at Law.

IX

The names and addresses of the directors constituting the initial Board of Directors are as follows:

NAME	ADDRESS
<u>Harlan Vandembark</u>	<u>631 Warner, #8, Lewiston, ID 83501</u>
<u>Bonnie Yoseph</u>	<u>1508 Ripon, Lewiston, ID 83501</u>
<u>Lorraine Wilkerson</u>	<u>1550 8th Street, Clarkston, WA 99403</u>
<u>Veda Dillon</u>	<u>936 Stewart Avenue, Lewiston, ID 83501</u>

IN WITNESS WHEREOF, We hereunto set our hands, this 10th day of
May, A. D., 1979.

Harlan Vandembark
Incorporator

Bonnie G. Joseph
Incorporator

Elva Bowman
Incorporator

Lorraine Wilkerson
Incorporator

Veda M. Dillon
Incorporator

STATE OF IDAHO }
CITY/COUNTY OF NEZ PERCE } to wit:

I HEREBY CERTIFY that on this 10th day of May
1979, before me, the subscriber, a Notary Public in and for the City/
County and State aforesaid, personally appeared

Harlan Vandembark, Bonnie G. Joseph, Elva Bowman, Lorraine Wilkerson,
and Veda M. Dillon, and they made oath in due form of law
that the foregoing Articles of Incorporation are their true act and deed.

As Witness my hand and Notarial Seal.

Violet M. Juran
Notary Public
residing at Lewiston, therein

CONSENT FOR USE OF SIMILAR NAME

On the 10th day of May, 19 79, the Board of Directors of PARENTS WITHOUT PARTNERS, INC. passed the following resolution:

RESOLVED, that PARENTS WITHOUT PARTNERS, INC. gives its consent to PARENTS WITHOUT PARTNERS PALOUSE CHAPTER NO. 490, INC.

(Name of New Company or Persons)

to the use of the name PARENTS WITHOUT PARTNERS PALOUSE CHAPTER NO. 490, INC.

(Name of New Company)

subject to the restrictions in the Articles of Incorporation regarding its License and Franchise Agreement.

PARENTS WITHOUT PARTNERS, INC.

By Roselle A. C. Lomell