

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PROGRESSIVE CHILDCARE SERVICES, 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 PROGRESSIVE CHILDCARE SERVICES, 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: December 19, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Loraya Coulson

Corporation Clerk

ARTICLES OF INCORPORATION

OF

PROGRESSIVE CHILDCARE SERVICES, INC.

RECEIVED
SEC. OF STATE

DEC 19 AM 8 27

The undersigned, a person of full age and a citizen of the United States, hereby incorporates under the Idaho Non-Profit Corporation Act, §30-301, et. seq., I.C.

ARTICLE I

The name of the corporation shall be PROGRESSIVE CHILDCARE SERVICES, INC.

ARTICLE II

The corporation is formed as a non-profit corporation.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The purposes of the corporation are:

- a. To accomplish those actions and perform those services as are necessary or advisable to obtain and provide children and/or adults with educational, remedial, developmental, and treatment facilities, or to acquire the funds therefor.
- b. To engage in activities characteristic of charitable and benevolent organizations, generally.
- c. To acquire and hold, develop, improve, subdivide, lease, construct, exchange, mortgage, sell, convey, finance or otherwise dispose of or deal in, real estate.
- d. To borrow or raise money for any of the purposes of the corporation and in connection therewith to grant collateral or other security, either alone or jointly with any other person, firm, or corporation, and to make and issue promissory notes, drafts, bonds, debentures, and

other evidences of indebtedness; and in general, to any and all things and to exercise any and all powers which now or hereafter might be lawful for a non-profit corporation to do or exercise, under and in pursuance of the Idaho Non-Profit Corporations Act, or any other law which now or hereafter might be applicable to this corporation.

ARTICLE V

The corporation is to have but one class of members, and the corporate By-laws shall specify the qualifications, and rights of said members, and the manner of election or appointment.

ARTICLE VI

A Board of Directors of not less than three persons shall be elected by the members and shall manage the corporation. The initial directors shall be:

Craig Ritchie
2255 Greenbriar
Idaho Falls, ID 83404

Walter Clapp
2210 Dove Drive
Ammon, ID 83406

John M. Ohman
P.O. Box 51600
Idaho Falls, ID 83405

who shall hold office until the first annual election of directors or until such time as a successor has been named.

ARTICLE VII

The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended; further, upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific,

testing for public safety, literary, or education organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations.

ARTICLE VIII

The officers of said corporation, elected by the directors, shall be:

Jana Jones
Craig Ritchie
Walt Clapp
John M. Ohman

President
Vice-President
Secretary
Treasurer


ARTICLE IX

The principal organizer, incorporator, and the initial registered agent of the corporation is:

Jana L. Jones
3560 Handly
Idaho Falls, Idaho 83702

and the address of the initial registered office of the corporation is 2060 Coronado, Idaho Falls, Idaho 83404.

DATED This November 29, 1991.


JANA L. JONES

STATE OF IDAHO)
)
County of Bonneville)

On this November 29, 1991, before me personally appeared, JANA L. JONES, known to me to be the person whose name is subscribed on the foregoing instrument, and acknowledged to me

that she executed the same.



NOTARY PUBLIC For Idaho

Residing at: Idaho Falls

My commission expires: 11/96