



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

NORTH IDAHO ADOPTIVE FAMILIES, 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 _____

NORTH IDAHO ADOPTIVE FAMILIES, 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 _____ May 19 _____, 19 80 _____.



Pete T. Cenarrusa

SECRETARY OF STATE

Merren E. Artach

Corporation Clerk

100 MAY 19 AM 6 48
ARTICLES OF INCORPORATION
OF
NORTH IDAHO ADOPTIVE FAMILIES, INC.

WE, the undersigned persons, of the age of 18 years, or more, residents of the State of Idaho and citizens of the United States, do hereby associate ourselves together for the purpose of forming a non-profit corporation under the Statutes of the State of Idaho.

ARTICLE I

NAME

The name of the corporation shall be NORTH IDAHO ADOPTIVE FAMILIES, INC.

ARTICLE II

INITIAL OFFICE

The Post Office address of the initial registered office of the corporation is North 3431 Pleasant Lane, Post Falls, Idaho 83854, and the name of its initial registered agent at such address is Susan A. Smith.

ARTICLE III

NON-PROFIT

This corporation is not organized for pecuniary profit and shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director or individual. The balance of any and all payments received by the corporation from its operations, after the payment in full of all debts and obligations of the corporation of whatever kind or nature, shall be used and distributed exclusively for charitable, scientific and educational purposes.

ARTICLE IV

PURPOSES

The purpose for which this corporation is organized is to encourage foreign, national and local adoptions, to provide support during all phases of the adoption process, to provide adopted and natural born children with social contacts among other adopted and bi-racially adopted children, and those powers set forth in Section 30-307 Idaho Code. This corporation shall be a non-profit, non-denominational, non-sectarian organization of adoptive families and individuals interested in child welfare throughout the world and who believe that every child has a right to a home of his/her own.

ARTICLE V

CONDITIONS OF MEMBERSHIP

The conditions and regulations of membership and the rights and other privileges of the classes of membership shall be determined and fixed by the Bylaws.

ARTICLE VI

DURATION

The period of duration of this non-profit corporation shall be perpetual.

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of the initial Board of Directors of the corporation is seven (7) and the names and addresses of the persons who are to serve as initial directors are as follows:

NAME	ADDRESS
Leonard D. Motz	Route 1, Box 649, Hayden Lake, Idaho 83835
Paula K. Bauer	1217 W. LaCrosse, Coeur d' Alene, Idaho 83814
Tracy Leinbaugh	213 Sherman, Coeur d' Alene, Idaho 83814
Chris Boykin	303 Ridgewood, Post Falls, Idaho 83854
William E. Barlow	210 W. 20th, Post Falls, Idaho 83854

Cynthia D. Matthews 1904 E. Second, Post Falls, Idaho 83854
Erin M. Motz Route 1, Box 649, Hayden Lake,
 Idaho 83835

ARTICLE VIII

INCORPORATORS

The names and addresses of the persons forming this corporation are as follows:

NAME	ADDRESS
Leonard D. Motz	Route 1, Box 649, Hayden Lake, Idaho 83835
Paula K. Bauer	1217 W. LaCrosse Coeur d' Alene, Idaho 83814
Tracy Leinbaugh	213 Sherman, Coeur d' Alene, Idaho 83814
Chris Boykin	303 Ridgewood, Post Falls, Idaho 83854
William E. Barlow	210 W. 20th, Post Falls, Idaho 83854
Cynthia D. Matthews	1904 E. Second, Post Falls, Idaho 83854
Erin M. Motz	Route 1, Box 649, Hayden Lake, Idaho 83835

ARTICLE IX

DISTRIBUTION ON DISSOLUTION

Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the members of the Corporation, but all such property and proceeds, subject to the discharge of valid obligations of the corporation, and to the applicable provisions of the Non-profit Corporation Law, Act of May 5, 1933, Public Law 289, shall be distributed as directed by the members of the Corporation among one or more corporations, trusts, community chests, funds, or foundations organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder, member or individual, and no substantial part of whose activities consist of carrying on propaganda or otherwise attempting to influence legislation or which does

not participate or intervene in any political campaign on behalf of any candidate or public office, or to other entities of the type which qualify for Federal Income Tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1954.

Dated this 12 day of May, 1980.

Leonard Dale Motz (L.S.)
Paula K. Bauer (L.S.)
Tracy C. Leinbaugh (L.S.)
Christine Boykin (L.S.)
William E. Barlow (L.S.)
Cynthia D. Matthews (L.S.)
Erin M. Motz (L.S.)

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 12 day of May, 1980, before the undersigned Notary Public, personally appeared LEONARD DALE MOTZ, PAULA K. BAUER, TRACY C. LEINBAUGH, CHRISTINE BOYKIN, WILLIAM E. BARLOW, CYNTHIA D. MATTHEWS, ERIN M. MOTZ, known to me to be the Incorporators named in the foregoing instrument, and acknowledged to me that they executed the same.

Jay R. Marley
Notary Public for Idaho
Residing at Armed. Blue, Id 83814