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**ARTICLES OF INCORPORATION**

**OF**

**THE CHILDREN'S PLACE CHILD CARE &  
EARLY LEARNING FOUNDATION, INC.**

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation for the Corporation.

**ARTICLE I — NAME**

The name of the Corporation is The Children's Place Child Care & Early Learning Foundation, Inc..

**ARTICLE II — NONPROFIT STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III — PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV — INITIAL REGISTERED OFFICE AND AGENT**

The location of this Corporation is in the City of Sugar City, County of Madison, State of Idaho. The address of the initial registered office is 1619 North 1700 East, Sugar City, Idaho 83448, and the name of the initial registered agent at this address is Nancy Davis.

**ARTICLE V — PURPOSES**

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

A. The specific purposes for which this Corporation is organized is ~~to engage in, on a non-profit basis, to provide high quality developmental, and educational experiences for children, regardless of race, color, religion, gender, or ethnic origin, from ages six weeks to five years, while their parents attend to their duties in the workplace.~~ <sup>1/12/98 38.00 = 38.00 INC HND # 3</sup>

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,

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for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other thing 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.

## **ARTICLE VI — 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 Article V hereof. 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision 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.

## **ARTICLE VII — MEMBERS**

The Corporation shall have no members. All management authority shall be vested in the Board of Directors.

## **ARTICLE VIII — BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than twenty (20) individuals. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Nancy Davis	1619 North 1700 East Sugar City, Idaho 83448
Marilyn Rasmussen	1705 West 2000 South Rexburg, Idaho 83440
Glen Crawford	319 Rodney Drive Rexburg, Idaho 83440
David Duerden	91 K Street Rexburg, Idaho 83440
Dana Wade	30 South 5th West Rexburg, Idaho 83440
Chris Thomas	2056 North 3000 West Rexburg, Idaho 83440

#### **ARTICLE IX — 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 the 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 such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

#### **ARTICLE X — INCORPORATOR**

The name and street address of the incorporator is Nancy Davis, 1619 North 1700 East, Sugar City, Idaho 83448.

#### **ARTICLE XI — BYLAWS**

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

## ARTICLE XII — AMENDMENTS

These Articles of Incorporation may be amended in any respect in conformity with the laws of the State of Idaho, by an affirmative vote of at least two-thirds ( $\frac{2}{3}$ ) of the Directors entitled to vote in a meeting of Directors called for such purpose as prescribed by law.

DATED this 16 day of November, 1998.

Nancy Davis  
Nancy Davis

STATE OF IDAHO )  
 )ss.  
County of Madison )

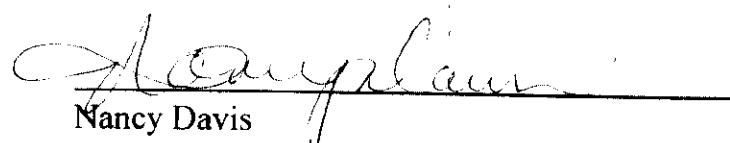
SUBSCRIBED AND SWORN to before me this 16 day of November, 1998.

Marie A. Snyder  
Notary Public for Idaho  
Residing at: Meridian, ID  
My Commission Expires: 03/12/02

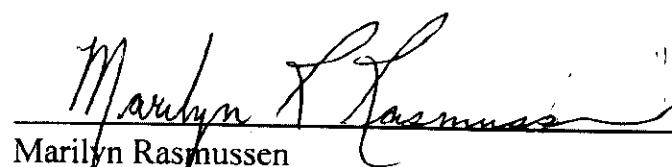
## CONSENT TO USE OF CORPORATE NAME

The below signed, being the Directors of an Idaho corporation named "The Children's Place, Inc.", consent to the use of the name of "The Children's Place Child Care & Early Learning Foundation, Inc.", for a new corporation, the Articles of Incorporation of which are filed simultaneously herewith, with Nancy Davis as Incorporator, and the below signed as the initial Directors.

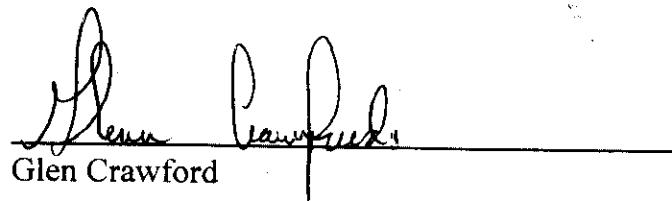
Date: Nov 16, 1998

  
Nancy Davis

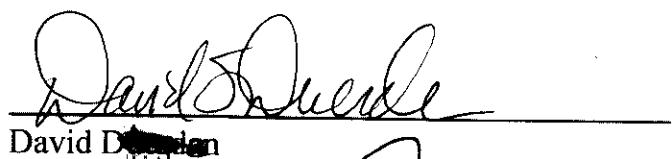
Date: 11/16/98

  
Marilyn Rasmussen

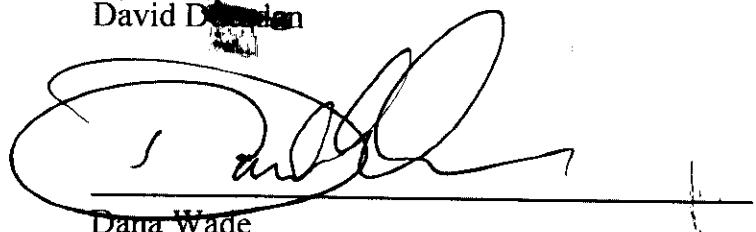
Date: Nov 16, 1998

  
Glen Crawford

Date: 11-16-98

  
David Duerden

Date: Nov 16, 1998

  
Dana Wade

Date: 11-16-98

  
Chris Thomas