



ARTICLES OF INCORPORATION

(General Business)

(Instructions on back of application)

The undersigned, in order to form a Corporation under the provisions of Title 30, Chapter 1, Idaho Code, submits the following articles of incorporation to the Secretary of State.

Article 1: The name of the corporation shall be: TIME FOR TOTS, INC.

Article 2: The number of shares the corporation is authorized to issue: 50,000

Article 3: The street address of the registered office is: 2160 Forest Glen Boulevard, Post Falls,
ID 83854 and the registered agent at such address is: Keith D. Brown

Article 4: The name and address of the incorporator are: Donald K. Querna, Randall & Danskin, PS
601 W. Riverside, Suite 1500, Spokane, WA 99201-0653

Article 5: The mailing address of the corporation shall be: 8517 N. Atlantic, Spokane, WA 99208

Optional articles:

See attached pages for additional Articles

FILED/EFFECTIVE

01 MAY 29 AM 10:11
SECRETARY OF STATE
STATE OF IDAHO

Signature of at least one incorporator:

Donald K. Querna

Typed Name: Donald K. Querna

Typed Name: _____

Customer Acct #:

(if using pre-paid account)

Secretary of State use only
IDAHO SECRETARY OF STATE

05/29/2001 09:00
CK: 64298 CT: 5858 BH: 399638

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Revised 01/2001

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OPTIONAL ARTICLES FOR TIME FOR TOTS, INC.

ARTICLE 6

Limitation on Liability of Directors and Indemnification

To the full extent that the Idaho Business Corporation Act, as it exists as of the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors, a director of this corporation shall not be liable to this corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article 6 shall not limit or eliminate the liability of a director of this corporation for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, for conduct violating IC 30-1-833 as in effect at the time of the alleged violation, or for any transaction for which such director derived an improper personal benefit. Any amendment to or repeal of this Article 6 shall not adversely affect any right or protection of a director of this corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

This corporation shall have the power to indemnify a director, officer, or former director or officer of this corporation, or any person who may have served at this corporation's request as a director or officer of another corporation, against expenses actually and reasonably incurred by such person in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she becomes a party by reason of being or having been such director or officer, to the full extent permitted by the Idaho Business Corporation Act and this corporation's Bylaws, as the same exist or may hereafter be amended.

This corporation, to the full extent permitted by the Idaho Business Corporation Act and this corporation's Bylaws, as the same exist or may hereafter be amended, also shall have the power to enter into an agreement to advance expenses and litigation costs of any director or former director, without making any determination of the director's good faith or reasonable beliefs with regard to the lawfulness of his or her activity. The indemnification so authorized shall not protect or purport to protect any director against liability to this corporation or to its shareholders to which he or she otherwise would be subject by reason of intentional misconduct, a knowing violation of the law, any violation of IC 30-1-833, or in connection with any transaction with respect to which it is finally adjudged that such director personally received a benefit in money, property or services to which that director was not legally entitled. The indemnification so authorized shall continue in effect as it relates to all acts or omissions committed while the director held his or her position, notwithstanding his or her subsequent resignation or removal from that position, and the indemnification shall inure to the benefit of the heirs, executors and administrators of that person or his or her estate.

ARTICLE 7

Bylaws

The board of directors shall have full power to adopt, alter, amend or repeal the Bylaws of this corporation or adopt new Bylaws, subject to repeal or change by action of the shareholders. Nothing herein shall deny the concurrent power of the shareholders to alter, amend, or repeal the Bylaws or adopt new Bylaws.

ARTICLE 8

Transactions With Interested Parties

This corporation may enter into contracts and otherwise transact business as vendor, purchaser or otherwise with its directors, officers and shareholders and with corporations, associations, firms and entities in which they are, may be or may become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud, no such contract or transaction shall be voided and no such director, officer or shareholder shall be held liable to account to this corporation by reason of such adverse interest or by reason of any fiduciary relationship to this corporation arising out of such office or stock ownership for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of this corporation (but not in the case of shareholders who are not directors or officers), the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or known to the board of directors of this corporation at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of this corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with that corporation, association, firm or entity.

ARTICLE 9

Amendment to Articles

This corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of this corporation are granted subject to this reservation.