

FILED EFFECTIVE

ARTICLES OF INCORPORATION

OF

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NORTH STAR CHILD DEVELOPMENT CENTER, INC. OF IDAHO

THE UNDERSIGNED, being a natural person over the age of twenty-one (21) years, being a citizen of the United States, and acting as incorporator of NORTH STAR CHILD DEVELOPMENT CENTER, Inc. under the Idaho Nonprofit Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is : **NORTH STAR CHILD DEVELOPMENT CENTER, Inc.**

ARTICLE II

DURATION

The duration of this corporation shall be perpetual.

ARTICLE III

PURPOSE

The purpose of the North Star Child Development Center, Inc. (NSCDC) is to help children with autism achieve their maximum potential by using research based education programs to address difficulties with behavior management, language, social, play, self help, and academic skills. In achieving this purpose the corporation shall:

1. Be organized and operated exclusively for educational purposes, as described under section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code.
2. Conduct educational programs primarily at a central location operated by NSCDC.
3. Provide, at a minimum, an intensive early intervention program for pre-school children (ages 2 to 7).
4. Demonstrate that education programs are successful.

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5. Develop programs that integrate children with autism with peers that do not have developmental disabilities.
6. Give priority access to programs to those children, with autism, who reside in Kootenai County, Idaho.
7. Provide access to programs without consideration of race, color, gender, national origin, or religion.
8. Be organized, operated and maintained in a manner that supports the education mission and creates an organization that is:
 - a) community-based.
 - b) sustainable.
 - c) financially solvent.
 - d) organized.
 - e) accountable.
 - f) replicable.

Definitions of underlined words are as follows:

Autism- North Star Child Development Center, Inc. includes the following disorders under the heading of autism: Autistic Disorder, Asperger's Syndrome, Pervasive Developmental Disorder (PDD), and Pervasive Developmental Disorder, Not Otherwise Specified (PDD-NOS).

Maximum Potential- Maximum potential in the long term may mean not being institutionalized, a normal life, or anything in between. In the short term this means that programs are designed and implemented in a manner that push the limits of each child's skills at any given point in time.

Research Based- This means programs and methods must be consistent with the basic principles of child development, can be described in detail for others to use, and can be introduced in a systematic manner that allows for accurate measurement of effectiveness.

Demonstrate- The data from education programs should demonstrate the effectiveness of those programs and be persuasive to parents, school districts, the scientific community, and funding sources.

ARTICLE IV

POWERS OF THE CORPORATION

This corporation shall have all of the powers granted or allowed by the Idaho Nonprofit Corporation Act, as may be amended from time to time, and all powers necessary or convenient to carry out its affairs and the purposes for which this corporation is organized.

Provided, however, that 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 or in opposition to 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under sections 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

MEMBERS

This corporations will not have shareholders or members. Responsibility for oversight of the corporation's operations will reside with a Board of Directors.

ARTICLE VI

DIRECTORS

Except as provided by law or in these articles, all corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, the Board of Directors.

The number of Directors shall be not less than three (3) and shall always be an odd number. The number of Directors shall be determined by the bylaws. Directors, other than the initial Directors, shall be elected by the Board of Directors in a manner provided in the bylaws. The term of appointment for Directors shall not exceed five (5) years, except that this shall not prevent Directors from being appointed to successive terms.

The number of Directors, constituting the initial Board of Directors, is three (3). The names and addresses of the persons who are to serve as initial Directors, until their successors are elected and qualified, are:

<u>Name</u>	<u>Address</u>
Charles L. Johnson Jr.	1763 East Hanley Ave Dalton Gardens, ID 83815
Billie Jo Davis	3325 Bristol Ave. Coeur d'Alene, ID 83815
Dotty Quade	8763 W. Meadowbrook Circle Rathdrum, ID 83858

ARTICLE VII

BYLAWS

The initial Board of Directors shall adopt the initial bylaws for the corporation. The initial bylaws may contain any provision for regulating and managing the affairs of the corporation that is not inconsistent with law or these articles of incorporation. In this regard, the bylaws must provide for the following:

1. The board will appoint Corporate Officers consisting of at least a President, Secretary and Treasurer. Individuals may simultaneously hold more than one (1) office, except that the President and Secretary must not be the same person.
2. The board may create one (1) or more committees of the board and appoint member of the board, as well as others, provided that each such committee must have two (2) or more directors, who serve at the pleasure of the board.
3. Directors shall not be paid a salary or other similar compensation for conducting duties as Directors. However, the bylaws may allow for reimbursement of travel expenses associated with the conduct of business meetings where the Directors must be present. The bylaws may also allow for allocation of funds to pay for facilities, materials, meals or other items required to conduct scheduled business meetings.
4. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its 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 for in Article III.

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify all officers, directors and agents to the fullest extent permitted by Idaho law.

ARTICLE IX

DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposed within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

COMMENCING BUSINESS

This corporation shall commence business no sooner than the date that these articles are filed with the Idaho Secretary of State.

ARTICLE XI

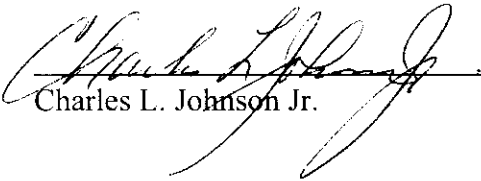
INITIAL OFFICE AND AGENT

The name and address of the initial registered agent of North Star Child Development Center, Inc. is:

Malcom Dymkoski
2020 Lakewood Dr., Suite 210
Coeur d'Alene, Idaho 83814

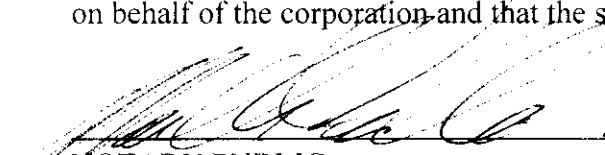
DATED this 11th day of February, 2005.

INCORPORATOR:


Charles L. Johnson Jr.

STATE OF IDAHO)
) ss.
COUNTY OF KOOTENAI)

I, the undersigned being a notary public, do hereby certify that on this 11th day of February, 2005, personally appeared before me Charles L. Johnson, Jr. who, being by me first duly sworn, declared that he is the incorporator of the corporation and that he signed the foregoing document on behalf of the corporation and that the statements therein contained are true.


NOTARY PUBLIC
Commission Expires: 12-03-09

