

**FILED/EFFECTIVE**

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STATE OF IDAHO **ARTICLES OF INCORPORATION**

STATE OF IDAHO

**OF COMMUNITIES FOR CHILDREN, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That to effect organization of a nonprofit organization under Title 30, Chapter 3, Idaho Code (Idaho Nonprofit Corporation Act), the following are hereby declared the articles of incorporation of the corporation.

I.

The name of the corporation is "Communities for Children, Inc.."

II.

The corporation is organized exclusively for charitable, education and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations that qualify as exempt organizations under §501 (c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code. The corporation shall be a nonprofit corporation, and its principal function shall be to encourage the study, interpretation and improvement of the education and care of young children; and all activities reasonably related hereto. This purpose may be accomplished through such means as conferences and meetings at the local and state level; by publications, communications and research; by cooperating with other organizations concerned with the education and well-being of young children and by other lawful means.

III.

The powers of this corporation shall be co-extensive with those provided for in Idaho Code §30-3-24 and §30-3-25 being sections of the Idaho Nonprofit Corporation Act. Provided, further, and notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of the organization set forth in that portion of §501(c)(3) of the Internal Revenue Code of 1986, under which the corporation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time.

IV.

The duration of this corporation shall be perpetual.

IDAHO SECRETARY OF STATE

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V.

The street address of the corporation's registered office in the State of Idaho is: 2231 Ironwood Center Drive, Coeur d'Alene, Idaho, 83814.

The name of the corporation's registered agent at such address is Cathleen Kowalski.

VI.

The number of directors constituting the board of directors of the corporation is three. The names and addresses of the persons who shall serve as initial Directors of the corporation are:

Yvonne Fletcher  
411 N. 15<sup>th</sup> Street, Ste. 200  
Coeur d'Alene, ID 83814

Cathleen Kowalski  
2231 Ironwood Center Drive  
Coeur d'Alene, ID 83814

DeAnn Johnson  
905 N. Spokane St.  
Post Falls, ID 83854

Pursuant to Idaho Code §30-3-65(2), increase in the number of directors beyond the number provided in this Paragraph shall be by amendment to the By-Laws of the corporation.

VII.

No part of the net earnings 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 II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, and the corporation shall not participate in, or intervene in (Including publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions 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 §501 (c)(3) of the Internal Revenue Code 1986, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

VIII.

Upon dissolution of the corporation, the assets shall be distributed for one or more exempt purpose within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of the any future federal tax code, or shall be distributed to the federal government, for a public purpose. Any such assets not so disposed of shall be disposed of 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IX.

No part of the earnings, income, or receipts of this Corporation shall inure to the benefit of or be distributed to any individual member, or members of the Corporation, or any other person.

Regulation and management of the internal affairs of the corporation shall be as provided by the By-Laws of this corporation, which By-Laws, not inconsistent with law or with these Articles of Incorporation, shall be adopted by the Board of Directors pursuant to Idaho Code §30-3-21. The corporation will not have voting members.

X.

The By-Laws of this Corporation may be altered, amended, or repealed at any regular meeting of the members of the Corporation or at any special meeting of the members thereof, called for that purpose, in the manner provided in Idaho Code §30-3-97, by the affirmative vote of a majority of the members present in person or by proxy, at such meeting; provided that a quorum as specified in the By-Laws of the Corporation or the laws of the State of Idaho be present. No amendment shall be put to vote, unless written notice shall have been mailed to each member of this Corporation not less than ten (1) or more than fifty (50) days previous to the meeting at which the amendment is to be voted on, said notice to state the proposed amendment.

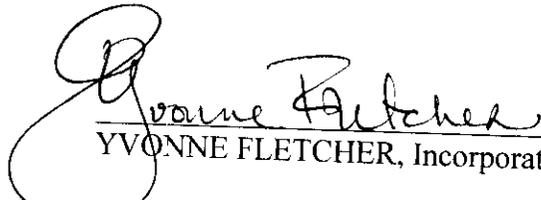
XI.

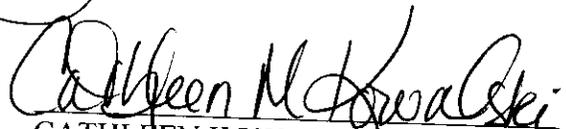
The name and address of the incorporators are:

Yvonne Fletcher  
411 N. 15<sup>th</sup> Street, Ste. 200  
Coeur d'Alene, ID 83814

Cathleen Kowalski  
2231 Ironwood Center Drive  
Coeur d'Alene, ID 83814

DATED this 02 of January, 2001.

  
YVONNE FLETCHER, Incorporator

  
CATHLEEN KOWALSKI, Incorporator