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State of Idaho

Department of State

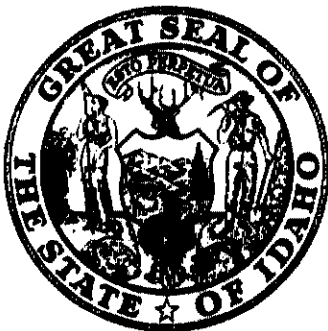
CERTIFICATE OF INCORPORATION OF

RUTHIE'S DAYCARE AND PRESCHOOL, 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 RUTHIE'S DAYCARE AND PRESCHOOL, 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: December 31, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Debbie Dunsworth

Corporation Clerk

REC'D
SEC. OF S.
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**ARTICLES OF INCORPORATION
OF
RUTHIE'S DAYCARE and PRESCHOOL, 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"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is RUTHIE'S DAYCARE and PRESCHOOL, 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 Lewiston, County of Nez Perce, State of Idaho. The address of the initial registered office is 3504-16th Street, Lewiston, Idaho, 83501, and the name of the initial registered agent at this address is Wallace L. Stephens.

ARTICLE V. PURPOSES

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

A. To operate day care centers providing care for children during times when their parents are unable to do so due to employment or other reasons, and to provide children with educational and developmental training and opportunities as part of limited custodial care and to perform all activities and business functions necessary to or as related to such duties and including but not limited to making distributions that are defined as 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 and are qualified as exempt organizations under such Section 501 (c)(3).

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, 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, 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 earning 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 provisions 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 members who shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. The conditions and regulations of membership and the rights and other privileges of the classes of members shall be determined and fixed by the Bylaws.

ARTICLE VIII. MEMBERS NOT SUBJECT TO ASSESSMENTS

The members of this Corporation shall not be subject to assessments and the private property of the members shall not be subject to payment of Corporation debts, expenses or other obligations to any extent whatever.

ARTICLE IX. 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) each of whom, at all times, shall be a member of the corporation. 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>
Wallace L. Stephens	3504-16th Street Lewiston, Idaho 83501
Ruth M. Stephens	3504-16th Street Lewiston, Idaho 83501
Esther Stephens	27400 132nd Avenue, Ap.G304 Kent, WA 98031

ARTICLE X. 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 Corporations, distribute all 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 disposed of shall be disposed of by the District Court of the County in which the principal place of business 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 XI. INCORPORATOR

The name and street address of the incorporator is Wallace Stephens 3504-16th Street, Lewiston, Idaho, 83501.

ARTICLE XII. BYLAWS

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


Dated this 26th day of December, 1991.


Wallace L. Stephens

STATE OF IDAHO)
) ss.
COUNTY OF Nez Perce)

On this 26th day of December, 1991, before me, the undersigned, a notary public in and for the state of Idaho, personally appeared Wallace L. Stephens, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and official seal the day and year first above written.


Notary Public, State of Idaho,
residing in Lewiston. My
commission expires: 4/21/95