

FILED EFFECTIVE

ARTICLES OF INCORPORATION 2006 JAN 17 AM 10:56

OF

SECRETARY OF STATE
STATE OF IDAHO

Young America Early Care and Education Center, Inc.

1. Name. The name of the corporation is Young America Early Care and Education Center, Inc. (the "Corporation").
2. Authorized shares. The aggregate number of shares the Corporation is authorized to issue shall be five million (5,000,000), all of which shall be common voting stock. There shall be only one class of stock authorized.
3. Registered office and agent. The registered office of the Corporation is 1525 E. Leigh Field Drive, Meridian, Idaho 83642, and its registered agent at that address is Jennifer Coleman.
- Initial director. The name and address of the director serving as the Corporation's Board of Directors is Jennifer Coleman at 1525 E. Leigh Field Drive, Meridian, Idaho 83642.
4. Incorporator. The name of the incorporator is Jennifer Coleman and the Incorporator's address is 1525 E. Leigh Field Drive, Meridian, Idaho 83642.
5. Voting. Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders do not have the right to cumulate their votes.
6. Indemnification. The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the existing Idaho Business Corporation Act permits prior to such amendment).
7. Limitation of Liability. No director shall be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he or she is not entitled; (ii) an intentional infliction of harm on the Corporation or its shareholders; (iii) an intentional violation of criminal law; or (iv) an unlawful distribution.

In witness whereof, I have subscribed these Articles of Incorporation this 17th day of January, 2006.

Jennifer Coleman
Jennifer Coleman Incorporator

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