

~~NOT EFFECTIVE~~

Articles of Incorporation

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Idaho, do hereby certify

2002 FEB 15 PM 12:05
SECRETARY OF STATE
STATE OF IDAHO

I

The name of the corporation is Treasure Valley Kids Club, Inc.

II

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific purpose of this corporation is to provide after school, weekend and summer programs to at-risk youth that will assist them in acquiring knowledge, developing life skills and forming attitudes that will enable them to become self directing, productive and contributing members of society.

III

A. This corporation is organized and operated exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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, 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 corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

IV

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue code, or corresponding section of any future federal tax code, 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 the Court of Common Pleas 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.

IDAHO SECRETARY OF STATE
02/15/2002 05:00
CK: 1635 CT: 107214 BH: 446651
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V

The address of the initial registered office of the corporation is 7130 Bigfoot Road, Melba, ID 83641, and the name of its initial registered agent at such address is Michelle M. Kingsmore. This corporation has no voting members. The initial directors of the board and incorporators are as follows:

Name	Address
Michelle M. Kingsmore	7130 Bigfoot Road Melba, ID 83641
Arnold J. Kiehn	7130 Bigfoot Road Melba, ID 83641
Francille D. Kiehn	7130 Bigfoot Road Melba, ID 83641
David Elliott, Jr.	13192 Arroyo Circle Kuna, ID. 83634

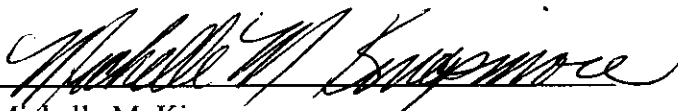
VI

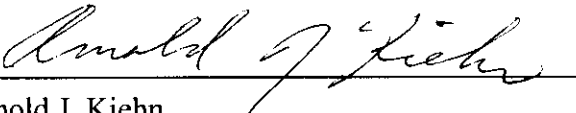
Amendment of the Bylaws of the corporation by the Board of Directors shall require majority approval of those directors present either in person or by proxy at a meeting of the Board of Directors duly called at which a quorum is present.


VII

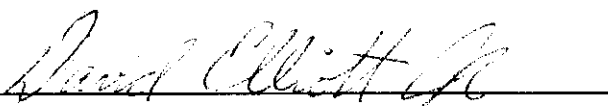
The Articles of Incorporation shall not be removed, modified or amended except upon approval of a majority of all the directors at a regular or special meeting of the directors called for such meeting.

DATED this 8th day of February, 2002


Michelle M. Kingsmore


Arnold J. Kiehn


Francille D. Kiehn


David Elliott, Jr.