

FILED EFFECTIVE

ARTICLES OF INCORPORATION
OF
CLOVERDALE CHRISTIAN DAYSCHOOL, INC.

JAN 16 PM 12:20

SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of Title 30, Chapter III, Idaho Code, the Idaho Nonprofit Corporation Act (the "Act"), the undersigned acting as incorporators of a nonprofit corporation, in order to form a nonprofit corporation for the purposes hereinafter stated do hereby certify as follows:

ARTICLE I

Name

The name of the corporation is CLOVERDALE CHRISTIAN DAYSCHOOL, INC.

ARTICLE II

Duration

The period of existence and duration of the corporation shall be perpetual.

ARTICLE III

Nonprofit

The corporation is a nonprofit corporation.

ARTICLE IV

Corporate Purposes

The purposes for which this corporation is organized are:

- A. To support and promote the development of children through teaching and social development in a Christian preschool atmosphere.
- B. To transact all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act and the Idaho Business Corporation Act as those provisions are not inconsistent with the provisions of the Idaho Nonprofit Corporation Act.
- C. To be duly charitable in its purposes, within the meaning of Section

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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 Section 501(c)(3).

D. 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, or 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 V

Limitations

Notwithstanding any other provisions of these Articles or the Bylaws:

(1) No part of the net earnings of this corporation shall inure to the benefit of, nor be distributable to, any trustee, officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation.

(2) the corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (a) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code, or (b) as a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(3) This corporation shall be duly charitable and its purposes shall be conducted and the corporation shall be operated, supervised and controlled for the primary purpose of furthering the development and education of children in a Christian preschool atmosphere.

ARTICLE VI.

Registered Office and Registered Agent

The street address of the initial registered office of the corporation is 3755 S. Cloverdale Road, Boise, Idaho 83709, and the name of its initial registered agent is Thomas Dougherty at 11943 Rock Hampton, Boise, Idaho 83709.

ARTICLE VII.

Membership

(1) This 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.

2) The members of the corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation.

ARTICLE VIII.

Board of Directors

(1) 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) nor more than five (5) individuals, 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 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>
Mike Felkel	3487 N. Columbine Boise, ID 83713
Heidi Starr	10496 Trestlewood Boise, ID 83709
Kathy Shaffer	11240 Valley Heights Cir. Boise, ID 83709

(2) The corporation shall indemnify any director, officer, or former director or officer of the corporation against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he/she is made a party by reason of being or having been a director or officer, except in relation to matters as to which he/she is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation; and to make any other indemnification that is authorized by the Bylaws.

ARTICLE IX.

Officers

The officers of this corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and such subordinate officers as may be elected by the Board of Directors. The officers shall be members of the Board of Directors.

ARTICLE X

Funds and Properties

All funds and properties received by this corporation shall be used in the first instance, or shall be invested and the income therefrom used, after payment of necessary expenses for the exclusive objects and purposes set forth in these Articles of Incorporation as deemed advisable by the Board of Directors.

ARTICLE XI

Amendment of Articles and Bylaws

These Articles of Incorporation may be altered, amended or replaced by the members at any regular or special meeting, as provided for in the Bylaws of the corporation. The Bylaws of the corporation may be amended at any meeting of the Board of Directors of the corporation, as provided in the Bylaws.

ARTICLE XII

Dissolutions

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, distribute all of the assets of the corporation consistent with the purposes of the corporation, to such other 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 so distributed shall be distributed 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 organizations, as such court shall determine to be consistent with the purposes of the corporation.

ARTICLE XIII

Incorporators

The name and address of the incorporators of this corporation are Mike Felkel, Heidi Starr and Kathy Shaffer, all in care of 3755 S. Cloverdale, Boise, Idaho 83709.

DATED this 15TH day of January, 2004.

Mike Felkel
Mike Felkel

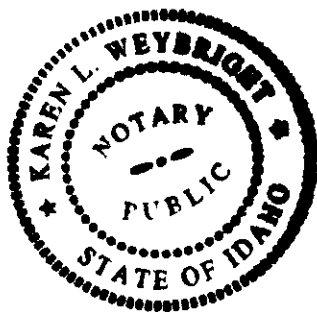

Heidi Starr

Kathy Shaffer
Kathy Shaffer

[illegible]

On this 15th day of January, 2004, before me, the undersigned, a Notary Public in and for said State, personally appeared Mike Felkel, Heidi Starr, and Kathy Shaffer, known to me to be the persons whose names are subscribed to the within and foregoing instrument and acknowledged to me that they executed the same.

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



Karen L. Weybright
NOTARY PUBLIC for Idaho
Residing at Boise, Idaho
My Commission Expires: 1-19-06