



CERTIFICATE OF INCORPORATION  
OF

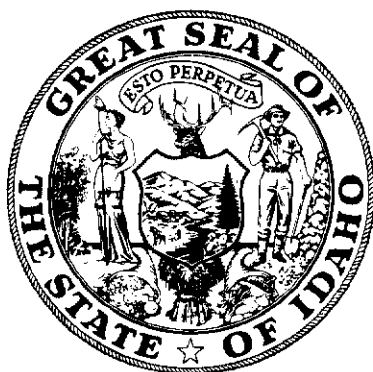
TIC TOC, INC.

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 TIC TOC, 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 March 21, 19 86.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

RECEIVED  
SEC. OF STATE

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# ARTICLES OF INCORPORATION

OF

TIC TOC, INC.

The undersigned, acting as incorporators under the Idaho Non-Profit Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Tic Toc, Inc.

SECOND: The corporation is organized as a non-profit corporation.

THIRD: The period of its duration is perpetual.

FOURTH: The purpose for which the corporation is organized is to provide child care services as defined by Sections 501(c)(3) and 501(k) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future Internal Revenue Code). Children shall qualify for child care services provided by the corporation only if substantially all of the care provided by the corporation is for purposes of enabling individuals to be gainfully employed. The services provided by the corporation shall be available to the general public.

FIFTH: The corporation shall have one class of members. Members shall consist of one (1) parent, guardian or other representative of each child cared for by any child care center owned or operated by the corporation. For the purpose of this Article, a child shall be considered as cared for by a child care center owned or operated by the corporation only if that child is under the care of said child care center twenty (20) or more hours per week.

SIXTH: Membership in the corporation shall not be represented by capital stock or certificates of membership.

SEVENTH: Upon dissolution of the corporation, the members shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of its assets to the federal government, or to a state or local government for a public purpose, or to such organizations organized and operated for charitable, benevolent, civic, educational or scientific purposes as shall at the time qualify as an exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future Internal Revenue Code), as the members shall

determine.

EIGHTH: The name and address of the initial registered agent of the corporation's and its initial registered office is:

Carol Ann Mancuso  
Route 4, Box 4122  
Rigby, Idaho 83442

NINETH: The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of members or their successors are elected and shall qualify are:

Carol Ann Mancuso  
Route 4, Box 4122  
Rigby, Idaho 83442

Trudy H. Potter  
527 North Ridge  
Idaho Falls, Idaho 83401

Deborah Lea Norris  
455 East 25th  
Idaho Falls, Idaho 83401

TENTH: The name and address of each incorporator is:

Carol Ann Mancuso  
Route 4, Box 4122  
Rigby, Idaho 83442

Deborah Lea Norris  
455 East 25th  
Idaho Falls, Idaho 83401

DATED this 13<sup>th</sup> day of March, 1986.

  
Carol Ann Mancuso

  
Deborah Lea Norris