

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

MS CORPORATION

was filed in the office of the Secretary of State on the **sixth** day of **September** A.D., One Thousand Nine Hundred **seventy-three** and ~~will be~~ ~~film~~ ~~non~~ ~~microfilm~~ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Ketchum, Idaho** in the County of **Maine**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **6th** day of **September**, A.D., 1973 .

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

1
2 ARTICLES OF INCORPORATION
3 OF
4 MS CORPORATION
5

6 We, the undersigned, being three or more natural
7 persons of full age, at least two thirds of whom are
8 citizens of the United States, or of its territories
9 or possessions, do hereby voluntarily associate our-
10 selves for the purpose of forming a private corporation
11 under the laws of the State of Idaho.

12 ARTICLE I.

13 The name of the corporation is MS CORPORATION.

14 ARTICLE II.

15 The purposes and objects for which said corporation
16 is formed are as follows:

17 (a) To own, lease and operate a general child
18 care facility without restriction as to location or kind
19 and to engage in all related services of taking care of
20 children for hire or profit in whatever manner as may be
21 lawful under the laws of the State of Idaho.

22 (b) To have succession by its corporate name
23 for the time stated in these articles of incorporation
24 and when no period is stated, perpetually.

25 (c) To sue and be sued, appear, complain and
26 defend in any court of law or equity, or before any
27 board, commission or tribunal.

28 (d) To have and use a corporate seal which may
be altered at pleasure.

(e) To receive, acquire, hold, purchase, dispose
of, convey, mortgage and/or lease, real and personal
property; to dispose of, sell, lease, assign, transfer,

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1 mortgage and/or convey any rights, privileges, franchises,
2 real or personal property of the corporation, other than
3 its franchise of being a corporation; and to purchase,
4 guaranty, take, receive, subscribe for or otherwise
5 acquire, own, hold, vote, use, employ, sell, mortgage,
6 lend, pledge or otherwise dispose of, and otherwise use
7 and deal in and with, shares or other interests in, or
8 obligations of other domestic or foreign corporations,
9 associations, partnerships or individuals, or direct or
10 indirect obligations of the United States, or of any
11 other government, state, territory, governmental district
12 or municipality or any instrumentality thereof.

11 (f) To appoint such officers, employees and agents
12 as the business of the corporation may require and to
13 allow them compensation.

14 (g) To make by-laws not inconsistent with any
15 existing law for the management of its business and
16 property, the regulation and conduct of its affairs,
17 and the certification and transfer of its stock, and
18 optionally to provide penalties for the breach thereof
19 not exceeding One Thousand (\$1,000.00) Dollars for any
20 one offense.

21 (h) To issue shares and admit shareholders, and
22 to sell their shares for the payment of assessments or
23 installments.

24 (i) To wind up and dissolve itself, or to be
25 wound up and dissolved in the manner hereinafter provided.

26 (j) To enter into contracts or obligations of any
27 type or kind essential, necessary or proper to the trans-
28 action of its ordinary affairs, or for the purpose of the
corporation.

1 (k) To conduct business in this state, other
2 states, District of Columbia, territories and colonies
3 of the United States and in foreign countries, and to
4 have one or more offices and places of business out of
5 this state, and to acquire, receive, hold, purchase,
6 lease, mortgage, dispose of and/or convey real and
7 personal property situate out of this state.

8 (l) To be a promoter, partner, member, associate
9 or manager of other business enterprises or ventures,
10 or to the extent permitted in any other jurisdiction,
11 to be an incorporator of other corporations of any type
or kind.

12 (m) To borrow money for the purposes of the
13 corporation, to issue bonds, notes and debentures and
14 other evidence of indebtedness therefor, and to secure
15 the same by mortgage or pledge of personal property in-
16 cluding the income of said corporation or by mortgage
17 of real property executed in trust or otherwise. All
18 or any portion of the real or personal property may so
be pledged, mortgaged or hypothecated.

19 (n) To enter into any contract, cooperative
20 agreement or profit sharing plan with its officers or
21 employees the corporation may deem advantageous or
22 expedient, or otherwise to pay or reward such person
for his services as the directors may deem fit.

23 (o) To enter into contracts or obligations of
24 any type or kind essential, necessary or proper to the
25 transaction of its ordinary affairs, or for the purposes
26 of the corporation.

27 (p) To carry on any other business or to do any-
28 thing in connection with the objects and purposes above

1 mentioned that may be necessary or proper to accomplish
2 successfully or promote said objects and purposes of this
3 corporation.

4 (q) The foregoing clauses by reason of specific
5 enumeration of powers shall not be held to restrict the
6 power of the corporation to do any of the things within
7 the purview of its general purposes.

8 ARTICLE III.

9 The principal office of the corporation in the
10 State of Idaho is Post Office Box 1066, 2014 Warm Springs
11 Road, Ketchum, Idaho 83340. The registered agent at
12 this address is the registered agent of the corporation,
Mrs. Michelle Sarwas.

13 ARTICLE IV.

14 This corporation shall have perpetual existence.

15 ARTICLE V.

16 The aggregate number of shares of the corporation
17 which it shall be authorized to issue shall consist of
18 One Hundred (100) common shares, all of one class, without
19 par value. Capital stock shall be paid in at such times
20 and upon such conditions as the board of directors may by
21 resolution direct, either in cash or by services rendered
22 to the corporation or by real and personal property trans-
23 ferred to it. Shares of stock then issued in exchange for
24 services or property pursuant to resolution by the board
25 of directors shall thereupon become and shall be fully
26 paid up the same as though paid for in cash at par and
27 shall be nonassessable forever, and the determination
28 by the board of directors as to the value of any property
or services received by the corporation in exchange for
stock shall be conclusive.

ARTICLE VI.

The names and addresses of each of the incorporators hereof and the number of shares of common stock described in Article V herein subscribed by each are as follows:

NAME	ADDRESS	SHARES
Mrs. Michelle Sarwas	P. O. Box 1066 Ketchum, Idaho	1
Billie Thompson	P. O. Box 1066 Ketchum, Idaho	1
E. Lee Schlender	P. O. Box 215 Ketchum, Idaho	1

ARTICLE VII.

At all meetings of stockholders of this corporation, every stockholder of record shall be entitled to one vote for every share of stock standing in his or her name on the books of this corporation, and cumulative voting of shares is hereby authorized.

ARTICLE VIII.

The number of directors shall be as specified in the by-laws of the corporation, and such number may from time to time be increased or decreased in such manner as described by the by-laws and may be fewer than three in the event that the corporation has less than three stockholders, in accordance with the law of the State of Idaho.

ARTICLE IX.

In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the board of directors is expressly authorized and empowered:

(a) To make, alter, amend and repeal the by-laws subject to the power of the stockholders to alter or repeal the by-laws made by the board of directors.

(b) No stockholder shall have any right to inspect

1 any of the accounts, books or documents of the corporation
2 except as permitted by Idaho law, unless and until authori-
3 zed to do so by resolution of the board of directors or
4 of the stockholders of the corporation.

5 (c) To authorize and issue without stockholder
6 consent obligations of the corporation, secured and
7 unsecured, under such terms and conditions as the board in
8 its sole discretion may determine, and to pledge or
9 mortgage as security therefor any real or personal
10 property of the corporation, including after-acquired
property.

11 (d) To determine whether any, and if so what
12 part, of the earned surplus of the corporation shall
13 be paid in dividends to the stockholders, and to direct
14 and determine other use and disposition of any such
15 earned surplus.

16 (e) To fix the amount of the profits of the
17 corporation to be reserved as working capital or for
18 any other lawful purpose.

19 (f) To establish bonus, profit sharing, stock
20 option, or other types of incentive compensation plans
21 for the employees, including officers and directors of
22 the corporation, and to fix the amount of profits to be
23 shared or distributed, and to determine the persons to
participate in any such plans and the amount of their
respective participations.

24 (g) To designate committees consisting of one or
25 more directors, which to the extent permitted by law and
26 authorized by resolution or by-laws, shall have and may
27 exercise the powers of the board.

28 (h) To provide for the reasonable compensation of

its own members by by-law, and to fix the terms and conditions upon which such compensation will be paid.

(i) In addition to the powers and authority hereinafter or by statute expressly conferred upon it, the board of directors may exercise all such powers and do all such things and acts as may be exercised or done by the corporation, subject nevertheless to the provisions of the laws of the State of Idaho, of these articles of incorporation, and of the by-laws of the corporation.

ARTICLE X.

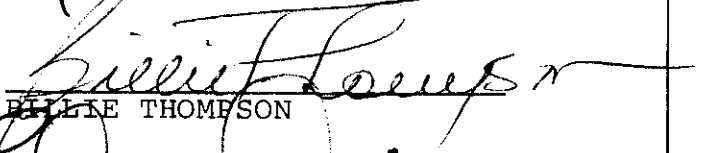
All other matters of management and control of the corporation, including but not limited to the setting of directors' meetings and stockholders' meetings and the authority and duties of each of the officers of the corporation, shall be determined by the by-laws of this corporation and the laws of the State of Idaho.

ARTICLE XI.

These articles may be amended in any respect conformable to the laws of the State of Idaho by a vote of two-thirds of the stockholders entitled to vote in a meeting of stockholders called for that purpose as prescribed by law.

EXECUTED IN TRIPLICATE on the 31st day of August, 1973.


MRS. MICHELLE SARWAS


BILLIE THOMPSON


E. LEE SCHLENDER

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STATE OF IDAHO)
) ss.
County of Blaine)

On this 31st day of August, 1973, before me, a Notary Public in and for the said County and State, personally appeared Mrs. Michelle Sarwas, Billie Thompson, and E. Lee Schlender, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation of MS Corporation, and acknowledged to me that they executed the same.

GIVEN UNDER MY HAND AND SEAL, the day and year in this certificate first above written.

Lawrence J. Young
Lawrence J. Young, Notary Public
in and for the State of Idaho,
County of Blaine
Residing at Ketchum, Idaho
My commission expires 6/26/77