

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

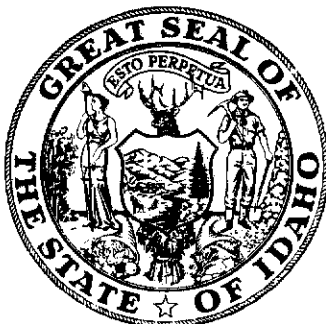
IDAHO CARING PROGRAM FOR CHILDREN, INC.

File number C 119080

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 IDAHO CARING PROGRAM FOR CHILDREN, 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: April 11, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

APR 11 11 37 AM '97
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

IDAHO CARING PROGRAM FOR CHILDREN, INC.

A Idaho Non-Profit Corporation

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ARTICLES OF INCORPORATION

OF

IDAHO CARING PROGRAM FOR CHILDREN, INC.

A Non-Profit Corporation

The undersigned, acting as Incorporators of a non-profit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles") for such Corporation:

ARTICLE I

Corporate Name

The name of this Corporation is and shall be the Idaho Program for Children, Inc.

ARTICLE II

Duration of Corporation

The Corporation is to have perpetual existence unless otherwise dissolved or terminated according to law.

ARTICLE III

Corporate Purpose

A. To operate exclusively for charitable, educational, and scientific purposes, for the benefit of the economically disadvantaged children of the Idaho community or elsewhere by providing support for programs designed to improve the quality, awareness of, and availability of health care.

APR 11 11 37 AM
SECRETARY OF STATE
STATE OF IDAHO

IDAHO SECRETARY OF STATE
DATE 04/11/1997
0900 81979 2
CK #: 54029 CUST# 73004
INC NONP 15.00

IDAHO SECRETARY OF STATE
DATE 04/11/1997
0900 81978 2
CK #: 9992 CUST# 46896
INC NONP 15.00

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B. To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the foregoing and following purposes.

C. To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the Idaho Nonprofit Corporation Act, as amended and supplemented.

D. To solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity "in furtherance of, incidental to, or connected with any of the other purposes."

E. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth herein.

F. 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 any candidate for public office except as authorized under the Internal Revenue Code of 1986, as amended.

G. 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or, (b) by a Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

Members

The Corporation shall have no members.

ARTICLE V

Shares

The Corporation shall have no stock, and no dividends or pecuniary profits shall be declared by the Board of Directors or Incorporators of the Corporation.

ARTICLE VI

Board of Directors

The control and management of the affairs and business of the Corporation shall be invested in the Board of Directors. The Board of Directors shall be composed of not fewer than three (3) nor more than seven (7) persons and shall be elected as provided by the Bylaws of the Corporation.

The number of directors may be increased or decreased from time

to time by amendment to the Bylaws of the Corporation. The initial Board of Directors of the Corporation shall consist of seven (7) persons with the initial term of office as follows:

| NAME & ADDRESS | TERM |
|--|---------|
| Dave Barnett 1501 Federal Way Boise, Idaho 83705 | 3 years |
| Rich Nelson 1602 21st Avenue Lewiston, Idaho 83501 | 3 years |
| Steve Millard 802 West Bannock, Suite 500 Boise, Idaho 83702 | 3 years |
| Bob Seehusen 305 West Jefferson Boise, Idaho 83702 | 3 years |
| Scott Spears 802 West Bannock, Suite 304 Boise, Idaho 83702 | 3 years |
| Julie Taylor 1501 Federal Way Boise, Idaho 83705 | 3 years |
| Terri Redmond 960 Broadway, Suite 310 Boise, Idaho 83706 | 3 years |

ARTICLE VII

Incorporators

The names and street addresses of the incorporators of this Corporation are:

Scott D. Spears
802 West Bannock, Suite 304
Boise, Idaho 83702

Julie Taylor
1501 Federal Way
Boise, Idaho 83705

Terri Redmond
960 Broadway, Suite 310
Boise, Idaho 83706

ARTICLE VIII

Initial and Principal Office

The location and address of this Corporation's initial principal registered office is:

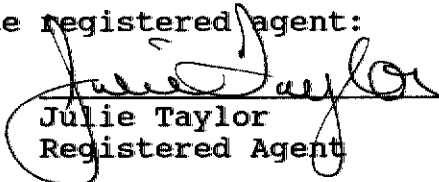
Idaho Caring Program for Children, Inc.
1501 Federal Way
Boise, Idaho 83705

The business of this Corporation may be conducted in all counties of the State of Idaho, in all states of the United States and all territories thereof, and in all foreign countries as the Board of Directors shall determine.

ARTICLE IX

Registered Agent

The name of this corporation's initial registered agent at said address shall be Julie Taylor. I hereby acknowledge and accept appointment as corporate registered agent:


Julie Taylor
Registered Agent

ARTICLE X

Officers

The initial officers who shall serve until their successors are duly appointed and qualified, shall be:

CO-CHAIRMAN

Dave Barnett
1501 Federal Way
Boise, Idaho 83705

CO-CHAIRMAN

Rich Nelson
1602 21st Avenue
Lewiston, Idaho 83501

SECRETARY

Julie Taylor
1501 Federal Way
Boise, Idaho 83705

TREASURER

Terri Redmond
960 Broadway, Suite 310
Boise, Idaho 83706

ARTICLE XI

Meetings of Board of Trustees

Regular meetings of the Board of Directors of this Corporation shall be held at the times and in the places specified in the Bylaws.

The Secretary shall notify each Board Member of every regular or special meeting by mailing to his or her last known post office address, postage prepaid, a notice at least five (5) days before the day of said meeting, by telephoning such notice to each Board Member at least 24 hours before the meeting, or by sending each Board Member a facsimile transmission of notice of the meeting at least five (5) days before the meeting.

ARTICLE XII

Bylaws

The Board of Directors shall have power to make such Bylaws as it deems proper for the management of the affairs of the Corporation.

ARTICLE XIII

Limited Liability

Officers and members of the Board of Directors of the Corporation shall not be individually or personally liable for the debts or obligations of the Corporation or of any subsidiary, affiliate or division thereof or of any other corporation the affairs or

management of which it may control.

ARTICLE XIV

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all tile liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation, in such manner, or to such organization or organizations operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of 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 organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV

Amendment

Except as provided by applicable statutes of the State of Idaho, these Articles may be altered and amended or repealed and new Articles may be adopted by the Board of Directors at any regular or special meeting. In the event any provisions of these Articles, or any Amendment hereinafter adopted shall be adjudged


ultra-vires, or otherwise invalid, the remaining provisions, powers and conditions herein expressed, shall be deemed unaffected and in full force and effect as far as the same may be separable.

In Witness Whereof, We, Scott Spears, Julie Taylor, and Terri Redmond have executed these Articles of Incorporation in duplicate this 11th day of April 1997, and say:

That they are all incorporators herein; that they have read the above and foregoing Articles of incorporation; know the contents thereof and that the same is true to the best of their knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters they believe to be true.


Scott Spears


Julie Taylor


Terri Redmond

STATE OF IDAHO

COUNTY OF ADA

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SS.

I, Janet V. Smith, a Notary Public,
hereby certify that on the 11 day of April

_____, 1997, personally appeared before me Scott
Spears, Julie Taylor, and Terri Redmond, who being by me first
duly sworn, severally declared that they are the persons who
signed the foregoing document as Incorporators and that the
statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 11, day of April, 1997.

Janet V. Smith

NOTARY PUBLIC

Residing at: Boise, Idaho

My Commission Expires: 8-1-99