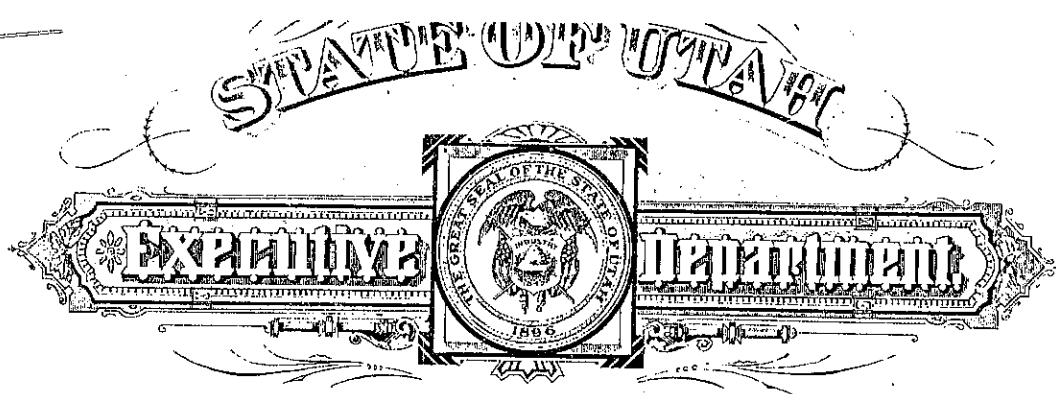




Office of Secretary of State

Certificate of Incorporation
of

COMMUNITY ACTION PROGRAM FOR ECONOMIC OPPORTUNITY, NORTHERN UTAH
REGION AREA

I, Clyde L. Miller, as Secretary of State of Utah, hereby
certify that duplicate originals of Articles of Incorporation for the
incorporation of

COMMUNITY ACTION PROGRAM FOR ECONOMIC OPPORTUNITY, NORTHERN UTAH
REGION AREA

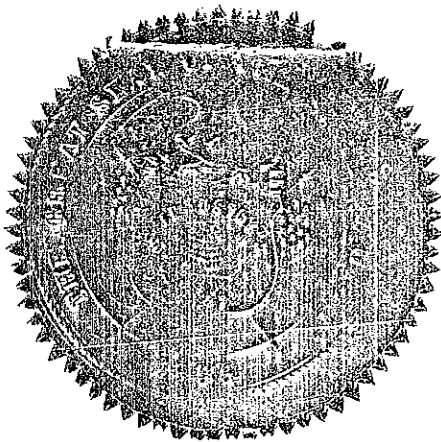
duly signed and verified pursuant to the provisions of the Utah
Non-Profit Corporation and Cooperative Association Act, have
been received in this office and are found to conform to law.

Accordingly, the undersigned, as such Secretary of State, and
by virtue of the authority vested in him by law, hereby issues this
Certificate of Incorporation of

COMMUNITY ACTION PROGRAM FOR ECONOMIC OPPORTUNITY, NORTHERN UTAH
REGION AREA

and attaches hereto a duplicate original of the Articles of Incorpora-
tion.

In Testimony Whereof, I have
hereunto set my hand and affixed
the Great Seal of the State of
Utah at Salt Lake City, Utah,
this 1st day of March A.D.
1966.



Clyde L. Miller
SECRETARY OF STATE

By *Samuel R. Smith*
DEPUTY

44745

ARTICLES OF INCORPORATION

COMMUNITY ACTION PROGRAM FOR ECONOMIC OPPORTUNITY,
NORTHERN UTAH REGION AREA

Article I

The name of this Corporation shall be Community Action Program For Economic Opportunity, Northern Utah Region Area.

Article II

TERM OF EXISTENCE

The period of duration of this Corporation shall be perpetual.

Article III

PURPOSES

This Corporation is organized as a non-profit Corporation pursuant to the laws of the State of Utah, for the following purposes:

1. To establish, operate or delegate community action programs in order to prevent and alleviate poverty and its causes through the development of knowledge and understanding of the needs of the people and neighborhoods; to conduct research and planning directed toward improving life by reducing personal hardship, mobilizing personal resources and combating community deterioration; to coordinate and integrate the efforts and resources of the community for remedying deficiencies and reducing improverishment; to promote where necessary, new solutions for those problems beyond resolution by existing resources; and to secure and expend monies in order to achieve the aforesaid objectives and other purposes of the Corporation.

2. To cooperate with the Cache, Rich and Box Elder Areas and the various municipalities within the Region, Box Elder, Cache, and Rich County Commissions, and other governmental units of the Region, and to cooperate with any other public and private agencies and departments of government in an attempt to prevent and alleviate poverty.

3. To receive and disburse funds from any public or private source including the receipt and disbursement of any allocation of funds from the Office of Economic Opportunity for carrying out the general purposes of this Corporation or for carrying out special projects or activities within these purposes.

4. To have and to exercise all powers, and do and perform all acts and things which shall or may be necessary, proper or desirable for charitable and educational objectives in general, and to carry out the specific objectives and purposes, or incidents relative thereto, for which this Corporation is formed.

The statement of powers, objectives, and purposes specified herein, and the enumeration thereof, shall not limit or restrict in any manner the general powers now, or which hereafter may be conferred upon this Corporation by the laws of the State of Utah.

Article IV

MEMBERS AND STOCK

This Corporation is organized as a non-profit Corporation under the laws of the State of Utah. No part of the net earnings or this Corporation shall inure to the benefit of any private individual. There shall be no capital stock in this Corporation and the Trustees shall comprise the entire membership of this Corporation.

Article V

TRUSTEES

The management and control of this Corporation shall be vested in a Board of Trustees of not less than nine nor more than thirty, as fixed from time to time in the bylaws. The following fifteen persons shall constitute the initial governing board and shall serve as initial Trustees until their successors are chosen and qualified:

<u>NAME</u>	<u>STREET ADDRESS</u>
Representing Box Elder County:	
William D. Burton	Thatcher, Utah
Sam Gordon	237 East First South, Brigham, Utah

Walter Jaggi	Dept. of Welfare, Box Elder County, Brigham, Utah
Loren Switzer	Box 365, Brigham, Utah
Dale Madsen	337 South Third West, Brigham, Utah
Mrs. Delores Garcia	Route 2-A, Box 234, Tremonton, Utah
Representing Cache County:	
J. W. Hyde	166 West Center, Hyde Park, Utah
Alison Thorne	226 West First South, Logan, Utah
Ray Eurtenshaw	1796 North 12th East, Logan, Utah
James A. McMurrin	275 East Second North, Logan, Utah
Representing Rich County:	
Stuart Hopkins	Woodruff, Utah
Lynn McKinnon	Randolph, Utah
Milford Loveland	Garden City, Utah
Vloe Jackson	Randolph, Utah
Russell Satterthwaite	Pickleville (Garden City), Utah

Article VI

INCORPORATORS

The following persons are the incorporators of this Corporation:

<u>NAME</u>	<u>STREET ADDRESS</u>
J. W. Hyde	166 West Center, Hyde Park, Utah
Alison Thorne	226 West First South, Logan, Utah
Charles P. Olson	784 Juniper Drive, Logan, Utah

Article VII

PRINCIPAL OFFICE

The location and street address of the initial principal office of this Corporation shall be Clerk's Office, Cache County Court House, Logan, Utah, which may be changed from time to time by the bylaws.

Article VIII

DISSOLUTION

In the event of dissolution, all assets of this Corporation remaining or existing at that time shall be distributed in accordance with applicable law.

Article IX

POLITICS AND PROPAGANDA

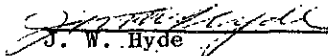
The facilities and activities of this Corporation shall at no time be used for political purposes; neither shall this Corporation intervene in any political campaign on behalf of any candidate for public office.

Article X

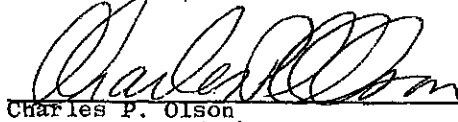
AMENDMENT

These articles may be amended, altered or repealed in accordance with applicable law, subject only to the reservation that no amendment may be made which would change the purpose of this Corporation so as to include purposes which would not be exclusively charitable or educational within the meaning of the Income Tax Laws of the United States, or which would permit any funds or property of the Corporation to inure to the benefit of any individual having a personal or private interest in the activities of this Corporation.

In witness whereof we have hereto affixed our signatures this 1st day of March, 1966.


J. W. Hyde


Alison Thorne


Charles P. Olson

STATE OF UTAH)
 : ss.
County of Cache)

I do hereby certify that J. W. Hyde, Alison Thorne, and Charles P. Olson who are personally known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, appeared before me this day in person and upon oath swore to the truth of the facts therein stated and acknowledged

that they signed and delivered said instrument of writing as their free and voluntary act.

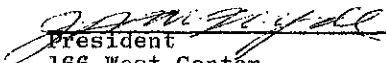
Given under my hand and official seal this 1st day of March, 1966.

L. Bunt Logan
NOTARY PUBLIC
Commission Expires: 6-17-67
Residing in Logan, Utah

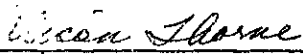
A F F I D A V I T

STATE OF UTAH)
: ss.
County of Cache)

We, J. W. HYDE, President, and ALISON THORNE, Secretary, of the COMMUNITY ACTION PROGRAM FOR ECONOMIC OPPORTUNITY, NORTHERN UTAH REGION AREA, do solemnly swear that the COMMUNITY ACTION PROGRAM FOR ECONOMIC OPPORTUNITY, NORTHERN UTAH REGION AREA, is a social, recreational, athletic, religious, or charitable Association; that the Association does not now maintain nor is it now the intention of the Association to maintain premises upon which liquor is or will be stored or consumed; that if at a subsequent date the Association intends to or does maintain premises upon which liquor is or will be stored or consumed, the Association will comply with Chapter 25, Laws of Utah, 1955, and other relevant provisions of the Utah Law.

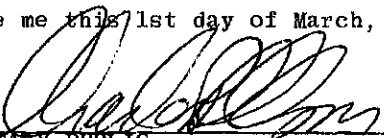


President
166 West Center
Hyde Park, Utah



Secretary
226 West First South
Logan, Utah

Subscribed and sworn to before me this 1st day of March, 1966.



NOTARY PUBLIC
Residing in Logan, Utah
Commission Expires: 1-31-68

44745

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF

COMMUNITY ACTION PROGRAM FOR ECONOMIC OPPORTUNITY, NORTHERN UTAH REGION AREA

Pursuant to the provisions of Section 16-6-51 of the Non-Profit Corporation Laws of Utah, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The following amendment of the Articles of Incorporation was adopted by a two-thirds majority of the members (or trustees) present at a meeting called on the 26th day of February, 1968 held at the Hall of Justice, Logan, Utah in THE MANNER PRESCRIBED BY LAW.

ARTICLE I

The name of this Corporation shall be Northern Utah Community Action Program.

Dated this 2nd day of March, 1971.

Alison Thorne

Alison Thorne, President

Witness:

Rose Marie Abinosa
Rose Marie Abinosa, Secretary

STATE OF UTAH)
 : ss
COUNTY OF CACHE)

Subscribed and sworn to before me this 9 day of March

A.D. 19 71.

Linda B. Hansen

Notary Public

My Commission Expires: June 11, 1972



Northern Utah

Community ACTION Program

179 North Main
Logan, Utah 84321

GARY B. LEISHMAN
ADMINISTRATIVE DIRECTOR

February 25, 1971

Secretary of State
c/o Mrs. Bonnie Anderson
State Capitol Building
Salt Lake City, Utah 84111

Dear Mrs. Anderson:

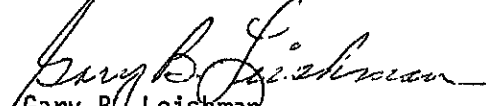
Recently I discussed with you changing the name of our corporation. The initial name of the corporation was "Community Action Program for Economic Opportunity, Northern Utah Region Area." #44745

On February 26, 1968, in a meeting of the Board of Trustees at the Hall of Justice, Logan, Utah, the fifteen members present of an eighteen member board voted unanimously to change the name of the corporation to read "Northern Utah Community Action Program."

I trust this is adequate for your office to make the necessary changes and that you will advise us of further action to be taken if necessary.

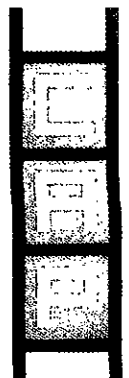
We would appreciate your expediting this at your earliest convenience.

Sincerely,


Gary B. Leishman
Executive Director

GBL/rma

Enclosure



44745

RECEIVED
OFFICE OF
SECRETARY OF STATE

1973 NOV 5 10 9 58

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF

NORTHERN UTAH COMMUNITY ACTION PROGRAM

Pursuant to the provisions of Section 16-6-51 of the Non-Profit Corporation Laws of Utah, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The following amendment of the Articles of Incorporation was adopted by a two-thirds majority of the members (or trustees) present at a meeting called on the 1st day of February, 1973 held at the Hall of Justice, Logan, Utah in THE MANNER PRESCRIBED BY LAW.

ARTICLE I

The name of this Corporation shall be the Bear River Community Action Agency.

Dated this 31st day of October, 1973.

Marvin G. Fifield
Marvin G. Fifield, Chairman

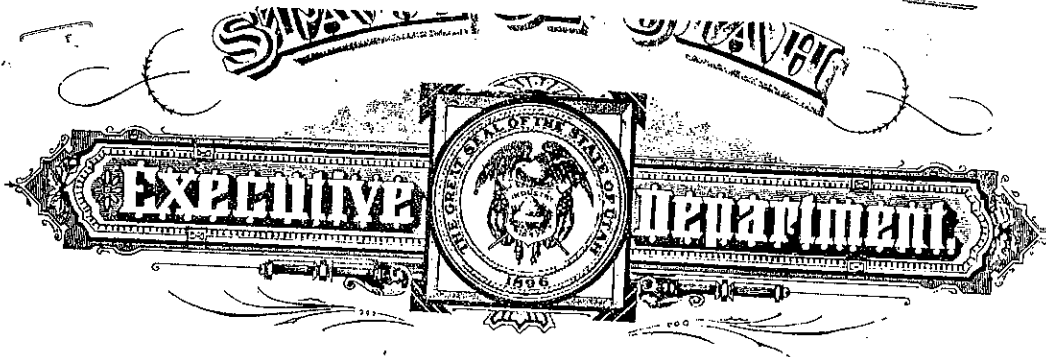
Witness: Peggy A. Baugh
Peggy A. Baugh, Secretary

STATE OF UTAH)
 : ss
COUNTY OF CACHE)

Subscribed and sworn to before me this 31 day of October
A.D., 1973.

Lewie L. Ferguson
Notary Public

My Commission Expires: 12-8-76



Office of Lt. Governor/Secretary of State
CERTIFICATE OF AMENDMENT

OF

BEAR RIVER HEAD START

I, DAVID S. MONSON, Lt. Governor/Secretary of State of the State of Utah, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of

BEAR RIVER HEAD START
BEAR RIVER COMMUNITY ACTION AGENCY

formerly

duly signed and verified pursuant to the provisions of the Utah Non-Profit Corporation and Cooperative Association Act, have been received in my office and are found to conform to law.

ACCORDINGLY, by virtue of the authority vested in me by law, I hereby issue this Certificate of Amendment to the Articles of Incorporation of

BEAR RIVER HEAD START

and attach hereto a duplicate original of the Articles of Amendment.

File No. #44745

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the
Great Seal of the State of Utah at Salt
Lake City, this 13th day of
October A.D. 19 83.

David S. Monson
LT. GOVERNOR/SECRETARY OF STATE

44745

Bear River Head Start
75 South 400 West
Logan, Utah 84321

1983 SEP -2 AM 11:54

1983 OCT 13 AM 9:52

FILED IN THE OFFICE OF THE
State, of the State of Utah, on the 13th
day of Oct A.D. 19 83
DAVID S. MONSON
Lt. Gov./Sec. of State
Clerk of Court mc Fees \$85.00

ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

OF

BEAR RIVER COMMUNITY ACTION AGENCY

Pursuant to the provisions of Section 16-6-51 of the Non-Profit Corporation Laws of Utah, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The following amendment of the Articles of Incorporation was adopted by a two-thirds majority of the board of trustees present at a meeting called on the 13th day of July 1983, 1983 held at the Head Start Center Logan, Utah in the MANNER PRESCRIBED BY LAW.

ARTICLE I

The name of this Corporation shall be Bear River Head Start.

ARTICLE III

PURPOSES

This Corporation is organized as a non-profit Corporation pursuant to the laws of the State of Utah for the following purposes:

(1) To provide low-income disadvantaged children an opportunity to acquire the social skills, the mental, intellectual and physical development, the self-confidence and self-discipline, which will make it possible for them to function as students and citizens. Children, their families, and the community at large, are involved in the effort to overcome past deficiencies and to promote patterns and expectations of success.

(2) To receive and disburse funds from any public or private source including the receipt and disbursement of any allocation of funds from the Department of Health & Human Services for carrying out the general purposes of this Corporation or for carrying out special projects or activities within these purposes.

(3) To have and to exercise all powers, and do, and perform all acts and things which shall, or may be necessary, proper or desirable for charitable and educational objectives in general, and to carry out the specific objectives and purposes, or incidents, relative thereto for which this Corporation is formed.

The statement of powers, objectives and purposes specified herein, and the enumeration thereof, shall not limit or restrict in any manner the general powers now or which hereafter may be conferred upon this Corporation by the laws of the State of Utah.

Dated this 5th day of August, 1983.

Witness:

Jenny Boy
Gaylen L. Ashcraft

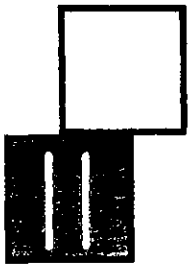
STATE OF UTAH)
 :
COUNTY OF CACHE)

ss

Subscribed and sworn to before me this 5th day of August
A.D., 19 83.

Dorthea B. Jessop
Notary Public

My Commission Expires: Sept. 23, 1985



Bear River

Operation HEADSTART Program

1983 SEP 2

ANAL 54

75 South 400 West
Logan, Utah 84321
(801) 753-0951

August 31, 1983

Office of Secretary of State
State of Utah
State Capitol Building
Salt Lake City, Utah 84114

File No. 44745

Dear Sir;

I have inclosed an amendment to the Articles of Incorporation of the Bear River Community Action Agency. I have also included \$5.00 to cover the fee for such a change.

Please notify me if you need additional information. Thank you.

Sincerely yours,

Sheri Noble, Director

SN/ca

State of Utah
Department of Commerce
Division of Corporations and Commercial Code

I hereby certify that the foregoing has been filed
and approved on the 20th day of July 1993
in the office of this Division and hereby issue
this Certificate thereon.

Examiner PSS

Date 7/30/93



Kath. S. Woods

KATH. S. WOODS
Division Director

ARTICLES OF AMENDMENT

OF

BEAR RIVER HEAD START

Loye Martindale hereby certifies that:

1. He is the Chairman of the Board of Trustees of BEAR RIVER HEAD START, a Utah Nonprofit Corporation.
2. The name of the corporation is Bear River Head Start.
3. That Article III of the Articles of Incorporation of this Corporation is hereby amended to read as follows:

ARTICLE III

PURPOSES

This Corporation is organized as a nonprofit corporation pursuant to the laws of the State of Utah for the following purposes:

1. To establish, operate or delegate any program which may improve the quality of life or alleviate poverty and its causes for infants, children and adults; to conduct research and planning directed toward improving life by reducing personal hardship, mobilizing personal resources, and combating community deterioration; to develop knowledge and understanding of needs of people and neighborhoods; to coordinate and integrate the efforts and resources of communities for remedying deficiencies and reducing impoverishments; to promote education and literacy in children and adults; to improve employability by addressing both societal and personal deficiencies which result in unemployment; to promote health through education and through integration with community health resources; to promote where necessary new solutions for those problems beyond resolution by existing resources; and to secure and expend monies in order to achieve the aforesaid objectives and other purposes of the Corporation.

2. To receive and disburse funds from any public or private source for carrying out the general purposes of this Corporation or for carrying out special projects or activities within these purposes.

3. To have and to exercise all powers, and do and perform all acts, and things which shall or may be necessary, proper or desirable for charitable and educational objectives in general, and to carry out the

#44745

1993 JUL 30 AM 9:28



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specific objectives and purposes, or incidents relative thereto, for which this Corporation is formed.

The statements of powers, objectives, and purposes specified herein, and the enumeration thereof, shall not limit or restrict in any manner the general powers now, or which hereafter may be conferred upon this Corporation by the laws of the State of Utah.

3. The only members of the corporation are the members of the Governing Board of Trustees and the foregoing amendments of the Articles of Incorporation have been duly approved by the Governing Board at a meeting thereof held on July 27, 1993, at which two-thirds of the trustees in office voted in favor of said amendments.

DATED this 27 day of July, 1993.

BEAR RIVER HEAD START

By: Loye Martindale

The undersigned officer of BEAR RIVER HEAD START, a Utah nonprofit corporation, hereby declares under penalty of perjury that the matters set forth in the forgoing ARTICLES OF AMENDMENT are true of my own knowledge.

Executed at Logan, Utah this 27 day of July, 1993.

Loye Martindale

044745

18th Jan 94
BS 1/26/94
Date

ARTICLES OF AMENDMENT

OF

BEAR RIVER HEAD START

A NONPROFIT CORPORATION

RECEIVED

1994 JAN 18 PM 12:23

CLERK OF DISTRICT COURT
STATE OF UTAH

LOYE MARTINDALE hereby certifies that:

1. He is the Chairman of the Board of Trustees of BEAR RIVER HEAD START, a Utah Nonprofit Corporation.
2. The name of the Corporation is BEAR RIVER HEAD START.
3. That Article III of the Articles of Incorporation of this Corporation is hereby amended to read as follows:

ARTICLE III

PURPOSES AND POWERS

This Corporation is organized as a nonprofit corporation pursuant to the laws of the State of Utah for the following purposes:

A. To establish, operate or delegate any program which may improve the quality of life or alleviate poverty and its causes for infants, children and adults; to conduct research and planning directed toward improving life by reducing personal hardship, mobilizing personal resources, and combating community deterioration; to develop knowledge and understanding of needs of people and neighborhoods; to coordinate and integrate the efforts and resources of communities for remedying deficiencies and reducing impoverishments; to promote education and literacy in children and adults; to improve employability by addressing both societal and personal deficiencies which result in unemployment; to promote health through education and through integration with community health resources; to promote where necessary new solutions for those problems beyond resolution by existing resources; and to secure and expend monies in order to achieve the aforesaid objectives and other purposes of the Corporation.

B. To receive and disburse funds from any public or private source for carrying out the general purposes of this Corporation or for carrying out special projects or activities within these purposes.

C. To have and to exercise all powers, and do and perform all acts, and things which shall or may be

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necessary, proper or desirable for charitable and educational objectives in general, and to carry out the specific objectives and purposes, or incidents relative thereto, for which this Corporation is formed.

D. The Corporation may contract with cities, towns, counties, universities, the State of Utah, the United States of America, or any other governmental subdivision or private organization for the performance of services not inconsistent with law or with the provisions of this Article. The Corporation is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

E. However, none of the objects of the Corporation shall be for pecuniary profits of its trustees, officers, or members (should the Corporation provide for membership) and no part of the net earnings of the Corporation shall inure to the benefit of any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no trustee, officer or member (should the Corporation provide for membership) of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

4. That Article VIII of the Articles of Incorporation of this Corporation is hereby amended to read as follows:

ARTICLE VIII

DISSOLUTION

This Corporation is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for non-profit purposes. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation, which is organized and operated exclusively for charitable, educational, religious, and/or scientific purposes and which has established its tax-exempt status under § 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 section of local government, for a public purpose. Any such assets not so disposed of shall be disposed of in such manner as may be directed by decree of the district court of the county in which this Corporation's principal office is located, upon petition therefor by the Attorney General or by any person concerned in the liquidation, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

5. That Article IX of the Articles of Incorporation of this Corporation is hereby amended to read as follows:

ARTICLE IX

POLITICS AND PROPAGANDA

No loans shall be made by the Corporation to any of its trustees or officers, and no substantial part of the activities of this Corporation shall be in carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Corporation 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, this Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code or (b) by an organization, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

6. The only members of the Corporation are the members of the Governing Board of Trustees and the foregoing amendments of the Articles of Incorporation have been duly approved by the Governing Board by unanimous consent pursuant to the provisions of UCA 16-6-33.

Dated this 14th day of January, 1994.

BEAR RIVER HEAD START

By Loye Martindale
LOYE MARTINDALE
Chairman of Board of Trustees

The undersigned officer of BEAR RIVER HEAD START, a Utah Nonprofit Corporation, hereby declares under penalty of perjury that the matters set forth in the forgoing ARTICLES OF AMENDMENT are true of my own knowledge.

Executed at Logan, Utah, this 14th day of January, 1994.

Loye Martindale
LOYE MARTINDALE