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REGISTRY NUMBER:

115001-96

FILED

NOV 21 2002

OREGON  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION**  
Of  
**MountainStar Family Relief Nursery**

COPY

Pursuant to the Oregon Nonprofit Business Corporation Act (the "Act"), the undersigned incorporator adopts the following articles of incorporation:

**ARTICLE I: NAME**

The name of this corporation is: **MountainStar Family Relief Nursery**, and its duration is perpetual.

**ARTICLE II: PURPOSE**

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. The purpose of this corporation shall be to prevent and alleviate child abuse and neglect.

Notwithstanding any of the statements of purposes and powers of this corporation contained herein, the corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the specific purposes of this corporation.

**ARTICLE III: REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is:

2095 N.E. FULL MOON DRIVE, BEND, OR 97701

The name of the original registered agent at such address is: TIMOTHY S. RUSK

**ARTICLE IV: PRINCIPAL OFFICE.**

The corporation's principal office shall be located at:

2095 N.E. FULL MOON DRIVE, BEND, OR 97701

**ARTICLE V: NO MEMBERS**

The corporation shall have no members.

## ARTICLE VI: TAX EXEMPTION REQUIREMENTS

- A. This corporation is organized and operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code).
- B. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code), or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or the corresponding section of any future federal tax code).
- C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office).

## ARTICLE VII: DISTRIBUTION UPON DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of, or be distributable to, any director, officer or member thereof or to the benefit of any private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable purposes and which is exempt from taxation under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

## ARTICLE VIII: LIMITED LIABILITY OF DIRECTORS AND OFFICERS

To the fullest extent permitted by the Act, the corporation shall indemnify, and may pay the reasonable expenses of, any person who has been made, or is threatened to be made a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director or officer of the corporation. The right to and the amount of indemnification shall be determined in accordance with the provisions of the Act in effect at the time of determination.

## ARTICLE IX: INITIAL DIRECTORS

The Initial Directors of the corporation, and their addresses, are:

1. ROY SILFVEN  
19497 SUNSHINE WAY  
BEND, OR 97702
2. DEE ANDERSON  
3602 N.W. COTTON PLACE  
BEND, OR 97701

3. KITRI FORD  
591 S.W. MILL VIEW WAY  
BEND, OR 97702
4. MARIE PHILLIS  
777 N.W. WALL STREET, SUITE 200  
BEND, OR 97701
5. DENNIS ERISMAN  
1180 S.E. HIGHWAY 97, SUITE 2  
BEND, OR 97702
6. HEATH WESTCOTT  
1477 N.W. SAGINAW  
BEND, OR 97701

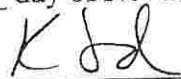
ARTICLE X: CONSENT OF DIRECTORS

Each Director named above has consented to act as a Director.

ARTICLE XI: NAME AND ADDRESS OF EACH INCORPORATOR

KITRI FORD  
591 S.W. MILL VIEW WAY  
BEND, OR 97702

DATED this 12 day of November, 2002.

Signed:   
KITRI FORD, Incorporator

PERSON TO CONTACT ABOUT THIS FILING: Kitri Ford at (541)382-4331.

AMENDED AND RESTATED BYLAWS  
OF  
MOUNTAINSTAR FAMILY RELIEF NURSERY  
an Oregon Nonprofit Corporation

These Amended and Restated Bylaws (“Bylaws”) amend and completely restate the existing or any other previously adopted bylaws of MountainStar Family Relief Nursery. As used in these Bylaws, "Corporation" means MountainStar Family Relief Nursery, and "Board" means the Board of Directors of the Corporation.

**ARTICLE I. PURPOSE; GOALS; OBJECTIVES.**

**Section 1. PURPOSE.** The purpose of the Corporation shall be to operate as a nonprofit public benefit corporation. The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). The specific purposes and goals of the corporation shall be to prevent and alleviate child abuse and neglect.

**Section 2. GOALS.** The Corporation shall have the following goals:

- To prevent the occurrence of child abuse and neglect in families where this abuse has already occurred or is identified as a high risk.
- To establish a positive, nurturing family environment for all children who suffer abuse and neglect, and to strengthen the total family so that the children can have their needs met in their own home and will not have to be removed.
- To provide relief to low income parents from constant child-rearing and interaction, thereby reducing one of the stresses and alleviating some of the risk-producing factors of abuse and neglect.
- To provide a non-threatening resource for the parent which will help him or her begin to feel comfortable with utilizing other forms of child care, and when the parent is ready, to assist him or her in finding appropriate ongoing community child care services and other appropriate resources .
- To promote an awareness of child abuse and neglect in the community.
- To operate a therapeutic preschool training program with the primary goals of increasing children's self-esteem by promoting their education, physical and emotional development.
- To closely monitor children who participate in Corporation activities and programs for continuing signs of abuse and neglect.
- To cooperate with all professional, state and local agencies involved with Corporation clients. To provide parents at high risk of abusing and neglecting their children with the skills and support necessary to prevent abuse and neglect.

**Section 3. OBJECTIVES.** The Board shall prepare and adopt at each annual meeting a statement of objectives for the next fiscal year.

**ARTICLE II. NO MEMBERS.**

The Corporation shall have no members.

## **ARTICLE III. BOARD OF DIRECTORS: NUMBER, POWERS, MEETINGS.**

**Section 1. GOVERNING BODY; COMPOSITION.** All powers of the Corporation, except as provided by these Bylaws or by the Oregon Nonprofit Corporation Act and subject to any limitation set forth in the Articles of Incorporation, shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, the Board.

**Section 2. NUMBER OF DIRECTORS.** The number of directors in the Corporation shall be not less than three (3) nor more than fifteen (15). The directors shall be appointed as provided in Section 3 of this Article. The acting directors may appoint additional directors up to the number authorized under this Section, and the existing directors shall be entitled to reduce the number of directors to any number authorized under this Section. Provided, however, that no director shall be removed except as provided under Section 5, and a change in the number of directors to reduce the size of the Board of Directors shall only be made upon the expiration of the term of a Director.

**Section 3. APPOINTMENT OF DIRECTORS.** Directors shall be appointed by the acting Board of Directors, who shall appoint a sufficient number of Directors to fill the vacancies on the Board.

**Section 4. APPOINTMENT AND TERM OF OFFICE.** Notwithstanding any other provision contained herein:

- a) At the first board meeting and at each annual meeting of the Board thereafter directors shall be appointed. The term of each director shall be two (2) years.
- b) At the expiration of the initial term of office of a Director, the Director, or a successor thereof, shall be appointed to serve for a term of three (3) years. The members of the Board of Directors shall hold office until their respective successors shall have been appointed by the Corporation.

**Section 5. REMOVAL OF DIRECTORS.** Any director who has three (3) consecutive unexcused absences from Board meetings may be removed by a majority vote of the directors at a meeting, a quorum being present. Any director may be removed, with or without cause, by a vote of two-thirds (2/3) of the directors then in office.

**Section 6. RESIGNATION OF DIRECTORS.**

- a) A director may resign at any time by delivering written notice to the Board, its presiding officer or to the President, Vice President, or Secretary.
- b) A resignation is effective on the date of the receipt of such notice unless the notice specifies a later effective date.
- c) Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

**Section 7. VACANCIES.** Vacancies in the Board of Directors caused by any reason shall be filled by a vote of the majority of the remaining Directors, even if less than a quorum, at any meeting of the Board. Each person so elected shall serve the unexpired portion of the vacated term.

**Section 8. ORGANIZATION MEETINGS.** The first meeting of the members of the Board of Directors shall be at such time and place as shall be fixed by the Board.

**Section 9. REGULAR MEETINGS.** Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the directors. Notice of the time and place of the meeting shall be communicated to directors by regular mail, facsimile transmission, and/or e-mail not less than four (4) days prior to the meeting; provided, however, notice of a meeting need not be given to any director who has signed a waiver of notice or a written consent to holding of the meeting.

**Section 10. SPECIAL MEETINGS.** Special meetings of the Board of Directors shall be held when called by written notice signed by the President, Vice President, or Secretary of the Corporation, or by any two (2) directors. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. The notice shall be given to each director by one of the following methods: (a) by personal delivery; (b) written notice by first class mail, postage prepaid; (c) by facsimile transmission, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or (d) by e-mail or other similar electronic format. All such notices shall be given or sent to the director's address, telephone number, or e-mail address as shown on the records of the Corporation. Notices sent by first class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or e-mail shall be delivered, telephoned, or sent at least seventy-two (72) hours before the time set for the meeting.

**Section 11. WAIVER OF NOTICE.** The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present, and (b) either before or after the meeting each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement after the lack of adequate notice.

**Section 12. QUORUM OF BOARD OF DIRECTORS.** At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business, and the votes of a majority of the directors present at a meeting at which a quorum is present shall constitute the decision of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting. If less than a quorum is present at any meeting, the Board members present shall adjourn the meeting to such time and place as they may decide within thirty (30) days of the original meeting. At such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

**Section 13. COMPENSATION.** No director shall receive any compensation from the Corporation for acting as such unless approved by a majority vote of the Board.

**Section 14. CONDUCT OF MEETINGS.** The President shall preside over all meetings of the meetings of the Board of Directors, and the Secretary shall keep a minute book of the Board of Directors, recording therein all resolutions adopted by the Board of Directors and a record of all transactions and proceedings occurring at such meetings.

**Section 15. PARTICIPATION AT MEETING.** Any or all Directors may participate in a regular or special meeting, or conduct a meeting through, use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

**Section 16. ACTION WITHOUT A FORMAL MEETING.** Any action to be taken at a meeting of the directors or any action that may be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a sufficient number of the directors necessary to approve the action.

**Section 17. POWERS.** The Board of Directors shall be responsible for the affairs of the Corporation and shall have all the powers and duties necessary for the administration of the Corporation's affairs. The Board of Directors may delegate to one of its members the authority to act on behalf of the Board of Directors on all matters which might arise between meetings of the Board of Directors and may delegate any of its powers to the Executive Director of the Corporation.

**Section 18. ACCOUNTS AND REPORTS.** The following management standards of performance will be followed unless the Board by resolution specifically determines otherwise:

- a) Accrual accounting, as defined by generally accepted accounting principles, shall be employed;
- b) Accounting and controls should conform with established American Institute of Certified Public Accountants (AICPA) guidelines and principles; (a segregation of accounting duties should be maintained, and disbursements by check shall require one (1) signature. Cash disbursements shall be limited to amount of Three Hundred Dollars (\$300.00) and under.); and
- c) Cash accounts of the Corporation shall not be commingled with any other accounts.

**Section 19. BORROWING.** The Board of Directors shall have the power to borrow money for any legal purpose of the Corporation.

**Section 20. DIRECTOR CONFLICT OF INTEREST**

- a) A conflict of interest transaction is a transaction with the Corporation in which a director of the Corporation has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction is fair to the

Corporation at the time it was entered into or is approved as provided in Section 20.b) of this Article III.

- b) A transaction in which a director has a conflict of interest may be approved by the vote of the board of directors if the material facts of the transaction and the director's interest are disclosed or known to the Board of Directors; or
- c) For purposes of this Section 20, a director of the Corporation has an indirect interest in a transaction if:
  - (1) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction; or
  - (2) another entity of which the director is a director, officer or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of the Corporation.
- d) For purposes of Section 20.b) of this Article III, a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the directors on the board of directors who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved or ratified under this Section 20 by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this Section 20. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under Section 20.b) if the transaction is otherwise approved as provided in Section 20.b).

## **Section 21. STANDARDS FOR DIRECTORS.**

- a) A director must discharge the duties of a director, including the director's duties as a member of a committee:
  - (1) in good faith;
  - (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
  - (3) in a manner the director reasonably believes to be in the best interests of the Corporation.
- b) In discharging the duties of a director, a director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:
  - (1) one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;
  - (2) legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or
  - (3) a committee of the board of which the director is not a member, as to matters within its jurisdiction, if the director reasonably believes the committee merits confidence.
- c) A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 21.b) of this Article III unwarranted.
- d) A director is not liable to the Corporation or any other person for any action taken or not taken as a director, if the director acted in compliance with this Section 21.



- e) A director will not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of such property.

**ARTICLE IV. OFFICERS.**

**Section 1. OFFICERS.** The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. The Board of Directors may elect such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and to perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, excepting the offices of President and Secretary. The officers shall be elected from among the members of the Board of Directors.

**Section 2. ELECTION, TERM OF OFFICE AND VACANCIES.** The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

**Section 3. SALARIES.** Officers shall be uncompensated for acting as such unless approved by a majority vote of the Board.

**Section 4. REMOVAL.** Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

**Section 5. POWERS AND DUTIES.** The officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may from time to time be specifically conferred or imposed by the Board of Directors. The President shall be the Chairman of the Board of the Corporation. The President shall appoint such committees as he or she may desire or are required by the Bylaws. The Vice President shall substitute for the President when the he or she is unable to perform presidential duties. While assuming the office of President, the Vice President shall have the same authority as the President. The Secretary shall keep an accurate record of the proceedings of all meetings; and perform such other duties as may be required in keeping with the office. The Treasurer shall have primary responsibility for the preparation of the budget as provided for in these Bylaws and may delegate all or part of the preparation and notification duties to a finance committee, management agent, or both.

**Section 6. RESIGNATION.** Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## **Section 7. STANDARDS FOR OFFICERS**

- a) An officer must discharge the officer's duties:
  - (1) in good faith;
  - (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
  - (3) in a manner the officer reasonably believes to be in the best interests of the Corporation.
- b) In discharging the duties of an officer, an officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:
  - (1) one or more officers or employees of the Corporation whom the officer reasonably believes to be reliable and competent in the matters presented; or
  - (2) legal counsel, public accountants or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.
- c) An officer is not acting in good faith if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 7b) of this Article IV unwarranted.
- d) An officer is not liable to the Corporation or other person for any action taken or not taken as an officer if the officer acted in compliance with this Section 7.

## **ARTICLE V. EXECUTIVE DIRECTOR.**

**Section 1. AUTHORIZATION.** An Executive Director may be retained by the Board. Any such Executive Director shall serve at the pleasure of the Board. If an Executive Director is appointed, the provisions of Section 2 through 6 of this Article V shall apply.

**Section 2. POLICY AUTHORITY.** The Executive Director shall carry out and implement those policies adopted by the Board and shall have authority over the day to day operations and activities of the Corporation.

**Section 3. CONTRACTUAL AND FINANCIAL AUTHORITY.** The Executive Director is authorized to execute contracts and instruments, including checks, drafts and other orders for payment of money, to carry out the policies and strategic objectives approved by the Board. The Board may establish restrictions, such as, but not limited to, requiring multiple signatures on checks above a certain amount, as the Board may deem necessary or appropriate.

**Section 4. PERSONNEL AUTHORITY.** The Executive Director shall have the authority to hire, evaluate and release staff in the usual and regular course of the Corporation's activities, but nothing herein shall constrain the Board from exercising final authority in any personnel matter.

**Section 5. RESERVATION OF RIGHTS.** Nothing herein shall constrain the Board from exercising final authority in any decision related to Corporation or its activities, and any dispute between the Executive Director and the Board regarding powers and duties shall be resolved in favor of the Board.

**Section 6. NOT AN OFFICER.** The Executive Director is not an Officer of the Corporation

**ARTICLE VI. INDEMNIFICATION.**

The Corporation shall indemnify to the fullest extent permitted by the Oregon Nonprofit Business Corporation Act any person who has been made, or is threatened to be made a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation) by reason of the fact that the person is or was a director or officer of the Corporation. The right to and the amount of indemnification shall be determined in accordance with the provisions of the Oregon Nonprofit Business Corporation Act in effect at the time of determination.

**ARTICLE VII. COMMITTEES.**

Committees to perform such tasks and to serve for such periods as may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present are hereby authorized. Such committees shall perform such duties and have such powers as may be provided in the resolution. Each committee shall be composed as required by law and shall operate in accordance with the terms of the resolution of the Board of Directors designating the committee or with rules adopted by the Board of Directors.

**ARTICLE VIII. AMENDMENTS.**

These Bylaws may be altered, amended or repealed and new Bylaws maybe adopted by the Board of Directors by a majority vote of the full Board at any regular or special meeting

**ARTICLE IX. MISCELLANEOUS.**

**Section 1. FISCAL YEAR.** The initial fiscal year of the Corporation shall be set by resolution of the Board of Directors.

**Section 2. PARLIAMENTARY RULES.** Except as may be modified by Board resolution establishing modified procedures, Robert's Rules of Order (current edition) shall govern the conduct of Corporation proceedings when not in conflict with Oregon law, the Articles of incorporation, or these Bylaws.

**Section 3. CONFLICTS.** If there are conflicts or inconsistencies between the provisions of Oregon law, the Articles of Incorporation and these Bylaws, the provisions of Oregon law, the Articles of Incorporation, and the Bylaws (in that order) shall prevail.

**Section 4. NEUTRALITY.** The Corporation shall be nonpartisan and nonsectarian.

**Section 5. COMPLIANCE WITH I.R.S. SECTION 501(c).** Notwithstanding any other provision of these Bylaws, no director, officer, executive director, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the

**Section 5. COMPLIANCE WITH I.R.C. SECTION 501(c).** Notwithstanding any other provision of these Bylaws, no director, officer, executive director, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt from taxation pursuant to Section 501 (c) of the Internal Revenue Code and the regulations of the Internal Revenue Service implementing that statute as they now exist or as they may hereafter be amended.


**Section 6. INSPECTION BY DIRECTORS.** Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of the Corporation and the physical properties owned or controlled by the Corporation. The right of inspection by a director includes the right to make extracts and copies of documents at the expense of the Corporation.

**Section 7. NOTICES.** Unless otherwise provided in these Bylaws, all notices, demands, bills, statements, or other communications under these Bylaws shall be in writing and shall be deemed to have been duly given if delivered personally or if sent by registered or certified mail, return receipt requested, first class postage prepaid, to the principal office of the Corporation or Board of Directors, if any, or at such other address as shall be designated by the notice in writing to the members pursuant to this Section 7 of Article IX.

**Section 8. DISSOLUTION.**

- a) **Resolution for Dissolution.** In order to dissolve the Corporation, the president must present a resolution for dissolution (the "Resolution for Dissolution") recommending the corporation be dissolved to the Board of Directors. A proposal for dissolution may be considered at a regular or special meeting of the Board of Directors only after a thirty (30) day written notice is given to each member of the Board. A two-thirds vote of all directors then in office is required to adopt the Resolution for Dissolution of the Corporation.
- b) **Winding-up Corporate Affairs.** Upon adoption of the Resolution for Dissolution, the Corporation shall cease to conduct its affairs, except insofar as may be necessary for the proper completion thereof, and shall promptly cause a notice for the proposed dissolution to be mailed to individuals or organizations as required by law and shall collect its assets and apply and distribute them as provided in the Articles of Incorporation.

These Bylaws are adopted by the Board of Directors of  
MOUNTAINSTAR FAMILY RELIEF NURSERY  
at the meeting of the board of director held on September  
21, 2016.

  
Stephanie Merritt, Secretary