

ARTICLES OF INCORPORATION
OF
THE CHRISTMAS BOX HOUSE INTERNATIONAL

A Utah Nonprofit Corporation

The undersigned, for the purpose of forming a non-profit corporation under the Utah Nonprofit Corporation and Co-operative Association Act (the "Nonprofit Act"), hereby adopts the following Articles of Incorporation and certifies as follows:

ARTICLE I.

CORPORATE NAME

The name of the corporation is THE CHRISTMAS BOX HOUSE INTERNATIONAL.

ARTICLE II.

DURATION

The duration of the corporation is perpetual.

ARTICLE III.

PURPOSES AND POWERS

The corporation is organized exclusively for charitable, religious, educational or scientific 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 the corresponding section of any future federal tax code, and without limiting the foregoing, the corporation is organized to provide charitable works for the advancement of physical, emotional and social wellbeing of children and adolescents; for the prevention of abuse and other traumas against children and adolescents; and to assist parents, families, other qualified charitable organizations and state and local governments in the pursuit of such charitable objectives.

The corporation shall have all powers necessary and incidental to carrying out the purposes for which the corporation is formed.

ARTICLE IV.

LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its trustees, officers or other private persons, 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 set forth in Article III hereof. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

ARTICLE V.

MEMBERS

The corporation shall have one class of voting members whose rights, privileges and duties are more fully set forth in the bylaws of the corporation. The bylaws may provide for one or more classes of nonvoting members, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the bylaws.

ARTICLE VI.

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such 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 VII.

TRUSTEES

The names and street addresses of the persons who are to serve as the initial trustees, who shall serve until their successors are elected and qualified or until their earlier death, resignation or removal, are as specified below. The number of trustees constituting the Board of Trustees shall be three (3) unless and until changed in accordance with the bylaws, but shall in no event be less than three. The rights, privileges and duties of the trustees shall be as set forth in the bylaws. Trustees shall be elected and removed by the members of the corporation as set forth in the bylaws.

<u>NAME</u>	<u>ADDRESS</u>
David Evans	5171 S. 1130 W. Taylorsville, Utah 84123
Judy Schiffman	838 E. South Temple Salt Lake City, Utah 84102
Jim Anderson	2101 S. 1150 E. Bountiful, Utah 84010

ARTICLE VIII.

INCORPORATOR

The name and street address of the Incorporator is as follows:

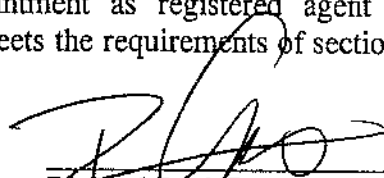
<u>NAME</u>	<u>ADDRESS</u>
Bruce L. Olson	79 South Main Street Salt Lake City, Utah 84111

ARTICLE IX.


REGISTERED AGENT, REGISTERED OFFICE, PRINCIPAL OFFICE

The registered office of the corporation is located at 576 East South Temple, Salt Lake City, Utah 84102. The initial registered agent of the corporation at that address shall be Richard Paul Evans. The principal office of the corporation shall be at 336 South 300 East, Suite 150, Salt Lake City, Utah 84111.

The undersigned hereby accepts appointment as registered agent of the foregoing corporation and confirms that the undersigned meets the requirements of section 16-6-25.1 of the Nonprofit Act.

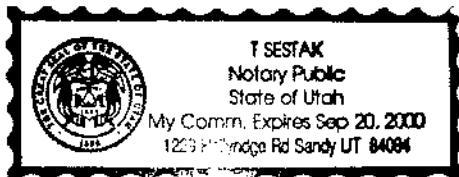

Richard Paul Evans
Registered Agent

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24th day of September, 1998, and hereby states that he has read the foregoing Articles of Incorporation, is familiar with the contents thereof, and verifies and affirms the truthfulness thereof.


Bruce L. Olson
Incorporator

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

On the 24 day of September, 1998, personally appeared before me Bruce L. Olson, whose identity was personally known to me or proved to me on the basis of satisfactory evidence, who in my presence voluntarily subscribed the foregoing Articles of Incorporation and affirmed and verified that the contents thereof are true and correct.




Notary Public

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AMENDED AND RESTATED UT. DIV. of CORP. & COMM. CODE
ARTICLES OF INCORPORATION

OF

THE CHRISTMAS BOX HOUSE INTERNATIONAL

The Christmas Box House International, a Utah nonprofit corporation, hereby amends and restates its Articles of Incorporation in their entirety in accordance with Section 16-6a-1006 of the Utah Revised Nonprofit Corporation Act (the "Act") and replaces the former Articles of Incorporation with the following:

ARTICLE I
CORPORATE NAME

The name of the corporation is The Christmas Box International.

ARTICLE II
PURPOSES AND POWERS

The corporation is organized exclusively for charitable, religious, educational or scientific 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 the corresponding section of any future federal tax code, and without limiting the foregoing, the corporation is organized to provide charitable works for the advancement of physical, emotional and social wellbeing of children and adolescents, including providing shelter and other services; for the prevention of abuse and other traumas against children and adolescents, and to assist parents, families, other qualified charitable organizations and state and local governments in the pursuit of such charitable objectives.

The corporation shall have all powers necessary and incidental to carrying out the purposes for which the corporation is formed.

ARTICLE III
LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, 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 set forth in Article II hereof. No

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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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

ARTICLE IV
MEMBERS

The corporation shall not have voting members. The corporation may have such other class or classes of nonvoting members as the bylaws of the corporation may prescribe, who shall be admitted in such manner and who shall have such rights and privileges and be subject to fees, dues and assessments, if any, as provided in the bylaws.

ARTICLE V
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to a state or local government, for a public purpose. Any such 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 VI
LIMITATIONS UPON LIABILITY OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall not be individually or personally liable for the debts or obligations of the corporation to the fullest extent permitted by law.

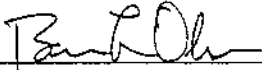
ARTICLE VII
AMENDMENT

These Articles and the corporation's bylaws may be amended upon the affirmative vote of a majority of the Board of Directors of the corporation.

ARTICLE VIII
REGISTERED AGENT, REGISTERED OFFICE

The registered office of the corporation is located at 36 South State St. No. 1400, Salt Lake City, Utah 84111 and the registered agent of the corporation at that address shall be Bruce L. Olson.

The undersigned accepts appointment as registered agent of the corporation.

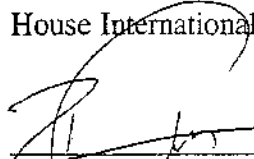


Bruce L. Olson, Registered Agent

The foregoing amendments and restatement of the corporation's Articles of Incorporation were approved by the written consent of the sole member of the corporation, dated the 10th day of September, 2004, pursuant to Section 16-6a-707 of the Act, which allows member action to be taken without a meeting. This written consent was sufficient for approval of the amendments by the members.

IN WITNESS WHEREOF, the foregoing Amended and Restated Articles of Incorporation of The Christmas Box International, having been adopted in accordance with law, have been executed this 10th day of September, 2004.

THE CHRISTMAS BOX
INTERNATIONAL f/k/a The Christmas Box
House International



Richard Paul Evans, President

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