



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

ASSOCIATION OF IDAHO ADDICTION SERVICES, INC.

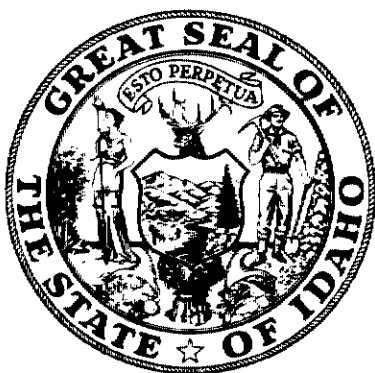
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

ASSOCIATION OF IDAHO ADDICTION SERVICES, 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 May 8, 19 89.



Pete T. Cenarrusa
SECRETARY OF STATE

[Signature]
Corporation Clerk

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ARTICLES OF INCORPORATION
OF
ASSOCIATION OF IDAHO ADDICTION SERVICES, Inc.

ARTICLE I

The name of this corporation is ASSOCIATION OF IDAHO ADDICTION SERVICES, Inc.

ARTICLE II

The corporation is a nonprofit corporation under the provision of Chapter 3, Title 30, Idaho Code and all other laws of the State of Idaho pertaining thereto.

ARTICLE III

The term for which this corporation shall exist is perpetual.

ARTICLE IV

The objectives and purposes for which this corporation is formed shall be as follows:

1. To coordinate efforts on a statewide basis aimed at the prevention and treatment of the social and health problems caused by alcoholism and other drug dependency.
2. To promote those actions which will either help those suffering from chemical dependency to recover or prevent those not addicted to alcohol or other drugs from becoming addicted.
3. To coordinate information between members.
4. To act as a statewide voice on issues affecting alcoholism, chemical dependency and their treatment and prevention.
5. To examine legislation regarding alcohol and drug use and recommend changes.
6. To educate state agencies and the legislature to improve services to chemically dependent persons, to remove the stigma attached to chemical dependency, and to remove the barriers to treatment that presently exist.
7. To set standards for quality of care among member organizations.
8. To organize conferences and/or workshops to increase the skills and knowledge of members' staffs and to educate the communities within our state.
9. To work with other concerned organizations and citizens to increase the help available to alcoholics, other chemically dependent persons, and their families.
10. To hold title, legal or equitable, to property for any purpose incidental to the powers of the corporation, and to sell or encumber any such property, real or personal.
11. To enter into such contracts and to incur such

obligations as are consistent with its powers, objectives and purposes.

12. To receive and expend funds for any purpose for which this corporation is formed.

13. It is intended that this corporation shall qualify as a business league, exempt from taxation and particularly Federal Income Taxation under Sec. 501 (c) (6), Internal Revenue Code of 1954, and any amendments thereto.

14. Notwithstanding any term or provision of any article hereof, the corporation is organized and shall be operated exclusively as a business league, as permitted under Sec. 501 (c) (6), Internal Revenue Code of 1954, and any amendments thereto. No part of the net earnings of the corporation shall inure to the benefit of any private member or individual. The corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office or participate in grassroots lobbying, and no substantial part of its activities shall constitute the carrying on of propaganda or otherwise attempting to influence legislation that is not of a direct business interest to the corporation or its members. The purposes of the corporation shall be limited to those set forth in this Article IV of these Articles of Incorporation, so that the corporation may enjoy exemption from taxation as an exempt organization under Sec. 501 (c) (6). Association of Idaho Addiction Services, Inc. is organized solely for non-profitable purposes and more specifically for the non-profitable purpose of a business league, with the incidental purposes hereto described in this Article IV, and the corporation being organized and operated exclusively as herein stated. The corporation may perform all other acts described in all other articles of these articles unless such acts are restricted, prohibited or modified by the terms of this Article IV, Section 14.

15. All of the properties and assets of this corporation shall be, and are, irrevocably dedicated to the purposes of this corporation, and no part of the monies, properties or assets of this corporation, upon dissolution or otherwise, shall inure to the benefit of any private person or individual or any member of this corporation. Notwithstanding any other provisions of these articles, the organization shall not carry on any activities not permitted by an organization exempt from Federal Income Tax under Sec. 501 (c) (6) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

16. Upon the dissolution of the corporation, the officers shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation, or to an organization or organizations organized and operated

exclusively for charitable, educational or scientific purposes which shall at the time qualify as an exempt organization or organizations under Sec. 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or to the members in good standing of the Association in proportion to the amount paid into the Association, and in such manner as the officers shall determine. Any of such assets not so disposed of shall be disposed of by the by the District court of the county in which the principal office of the corporation is then located, exclusively for such purposes.

17. It is the intention of the incorporators hereof that the foregoing clauses shall be construed both as objectives and powers, and the foregoing unuration shall not be construed to limit or restrict in any manner the powers of this corporation, but said corporation shall have the power to do all and everything necessary, suitable, convenient or proper for the accomplishment of its purposes, for the attainment of any one or more of its objectives hereinabove enumerated, or incidental to the purpose and objectives hereinafter named, and which are permitted under the laws of the State of Idaho under which this corporation is organized, and particularly under Chapter 3, Title 30, Idaho Code, to the same extent and as fully as a natural person might or could do; provided, that this corporation shall not have the power to conduct, and shall not conduct, activities not permitted organizations exempt under Sec. 501 (c) (6), Internal Revenue Code of 1954.

ARTICLE V

The corporation shall have members. There shall be two (2) classes of members, said classes to be designated as "Primary" and "Associate." Both classes of members shall have one vote per organization. The rights and requirements for membership of each class shall be as provided in the Bylaws. Membership rights shall be evidenced by a membership roster. Membership is not transferable.

Assessments (dues) may be levied on all members and classes of members. The procedure for establishing the amount of such assessment (dues) and the method of collection thereof shall be as set forth in the Bylaws.

ARTICLE VI

The members shall elect the Board of Directors of the corporation. The Board of Directors shall manage the affairs of the corporation. The Board of Directors shall elect officers. The number, qualification, term of office, manner of election and the time and place of

calling Board meetings shall be prescribed in the Bylaws.

ARTICLE VII

Meetings of the membership of the corporation shall be held as prescribed in the Bylaws.

ARTICLE VIII

The initial registered office of the corporation is at 405 South 8th Street, Suite 299, Boise, Idaho, 83702. The initial registered agent of the corporation at such address is Connie M. Searles.

ARTICLE XI

The name and address of the principal organizer is Colleen Bird, P. O. Box 5795, Boise, Idaho, 83705.

ARTICLE X

The names and street addresses of the incorporators are as follows: These incorporators are serving as the Board until elections are held at the first annual meeting.

1. Colleen Bird
2300 W Boise Ave
Boise, Id. 83705
2. Elizabeth Lovell
PO Box 948
Blackfoot, Id. 83201
3. Barry H Meyers
PO Box 840
Twin Falls, ID 83301

ARTICLE XI

The members, officers or directors of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation.

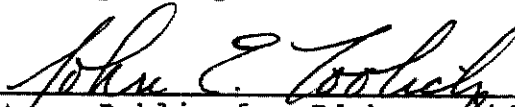
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 27th day of April, 1989.

Colleen Bird
Colleen Bird
Elizabeth Lovell
Barry H Meyers

STATE OF IDAHO)
) ss.
County of Ada)

On this 27th day of April, 1989, before me, the undersigned, a Notary Public for said state, personally appeared , known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

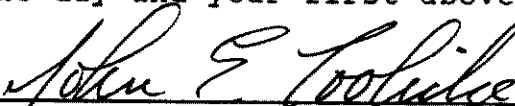


Notary Public for Idaho residing
at Boise, Idaho.
My commission expires: 10/17/94

STATE OF IDAHO)
) ss.
County of Ada)

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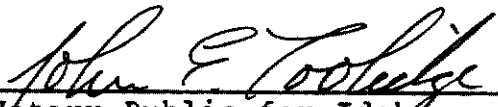


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