

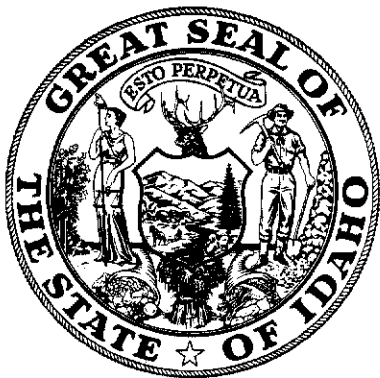
CERTIFICATE OF INCORPORATION  
OF

BUSINESS EDUCATION CORPORATE ACTION PLAN, 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 the above named corporation, duly signed pursuant to the provisions of the Idaho Business 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: August 12, 1985



SECRETARY OF STATE

by: \_\_\_\_\_

RECEIVED  
SEC. OF STATE

85 AUG 12 07 10 24

ARTICLES OF INCORPORATION

OF

BUSINESS EDUCATION CORPORATE ACTION PLAN, INC.

\* \* \* \* \*

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being a natural person of full age and a citizen of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, as set forth in Title 30, Idaho Code, Volume 5B, do hereby certify as follows:

I.

The name of the Corporation is BUSINESS EDUCATION CORPORATE ACTION PLAN, INC.

II.

The nature of the business and the objects and purposes for which said corporation is formed are:

(1) To carry on a general educational and management consultant and advisory business relating to substance abuse and the operation of businesses, plants, properties, associations, and schools of every kind, in the United States and foreign countries, subject to the applicable laws thereof. To maintain executive and operating personnel for the purpose of consulting with and advising others in all matters relating to substance abuse and the management and operation of businesses and other properties of every

kind. To furnish substance abuse management plans and programs, to formulate policies, and generally to advise and assist others, under contract or otherwise, in the management of their businesses, plants, properties, and investments. To conduct research and to investigate businesses and enterprises of every kind and description throughout the world in order to secure information and data on substance abuse, both for its own account and as agent for others. To engage in capital ventures and business enterprises of every kind and description, whether as a promoter, partner, member, or associate, or as a manager of other such enterprises.

To engage in consultant and advisory work in connection with the organization, financing, management, operation and reorganization of industrial, commercial, charitable and educational enterprises. To manage and to provide management for and supervise all or part of any and every kind of substance abuse program or business enterprise, and to contract or arrange with any corporation, association, partnership, or individual for the management, conduct, operation, and supervision of all kinds of such programs. To advertise, promote, merchandise, and otherwise purvey the services authorized herein; to negotiate and contract with respect to furnishing of the same for or on behalf of any person, firm, or corporation, domestic or foreign; to enter into and carry out

agency or joint arrangements with other persons, firms, or corporations engaged in like or similar activities; and generally to exploit the services and objects of the Corporation by all lawful means.

(2) To design, write, prepare, place, publish, and display, in any manner, advertisements and publicity devices and innovations of all kinds for itself or for others; to print, publish, and distribute newspapers, books, pamphlets, magazines, periodicals, handbills, pictures, cartoons, posters, display cards; to arrange for the placing of advertisements in publications of all kinds; to do bill posting; to manufacture, install, supply, maintain, and operate billboards, signboards, and illuminated signs; to give or arrange for the giving of demonstrations and exhibitions for advertising purposes; to supervise the preparation and production of moving picture advertisements and publicity devices; to supervise the preparation of radio and television advertisements and publicity devices; to do general advertising, press agency, and publicity business in all its branches; and to make all contracts and do all things proper, incidental, and conducive to the complete attainment of such purposes.

(3) To print, bind, publish, circulate, distribute, buy, sell, and deal in books, pamphlets, circulars, posters, newspapers, magazines, literature, music, pictures, tickets, cards, advertisements, letter and bill heads, envelopes, and legal, commercial, and

financial forms and blanks of every kind. To acquire, by purchase or otherwise, turn to account, license the use of, assign, and deal with copyrights and intellectual properties of every kind.

(4) To engage in research and development, purchase, sale, import, export, license, distribution, design, manufacture, or rental of any product, machine, apparatus, appliance, merchandise, and property of every kind and description, ideas, systems, procedures, and services of any nature, including, without limiting the generality of the foregoing, all types of products which possess an internal intelligence for recognizing and correlating any type of data or information to be processed, pattern interpretation, recognition and memory systems and equipment, optical scanning, analog and digital computers, components, all types of electromechanical, and electronic products and systems.

(5) To manufacture, buy, sell, export, import, and generally deal in educational materials, supplies, toys, and books of every description for use at home, in schools, institutions, day care centers, businesses, and all parts and accessories thereof.

(6) To engage in the transaction of any or all lawful business for which corporations may be incorporated under this act, Title 30, Idaho Code, Volume 5B.

### III.

This Corporation shall have all the power, authority and capacity set forth in the Idaho Business Corporation Act as now enacted or hereafter amended, including but not limited to the following:

1. To sue and be sued, complain and defend, in its corporate name.

2. To have a corporation seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed on in any other manner reproduced.

3. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real and personal property, or any interest therein, wherever situate.

4. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or part of its property and assets.

5. To lend money and use its credit to assist its employees.

6. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or

individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

7. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

8. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

9. To conduct its business, carry on its operations and have offices and exercise the powers granted by the Act, within or without this state.

10. To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

11. To make and alter bylaws, not inconsistent with its articles or incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

12. To pay pensions and establish pension plans, pension trust, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

13. To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust or other enterprise.

14. To have and exercise all powers necessary or convenient to effect its purposes.

IV.

The Corporation shall have perpetual existence unless sooner terminated.

V.

The location and post office address of the initial registered office of the corporation is located at 252 Shirley Street, Blackfoot, County of Bingham, State of Idaho, or at such other place as the Board of Directors shall designate, and JOSEPH VIGH DAHLE, 252 Shirley, Blackfoot, Idaho, shall serve as the initial registered agent of the Corporation.

VI.

The capital stock of the Corporation shall be \$3,000.00, comprised of 3,000 shares of common stock of the par value of \$1.00 per share. Any non-issued shares herein authorized may be issued from time to time by the corporation in such manner, determined from time to time by the Board of Directors; shareholders shall have pre-emptive rights.

VII.

Each outstanding share of stock shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.

VIII.

The Board of Directors of the corporation shall consist of one (1) or more members, unless otherwise modified from time to



time by the bylaws of the Corporation. All directors shall be elected annually in accordance with the provisions of the Idaho Code 30-1-36. There shall be no classification of directors or staggering of their terms.

IX.

The names and post office addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joseph Vigh Dahle	252 Shirley Street Blackfoot, ID 83221
Teresa Ann Dahle	252 Shirley Street Blackfoot, ID 83221
Richard William Woodfin	580 Curtis Blackfoot, ID 83221
Julie Ann Woodfin	580 Curtis Blackfoot, ID 83221

X.

The names and post office addresses of the members of the initial Board of Directors of the Corporation, who shall serve until the first meeting of shareholders or until their successors have been duly elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joseph Vigh Dahle	252 Shirley Street Blackfoot, ID 83221
Teresa Ann Dahle	252 Shirley Street Blackfoot, ID 83221
Richard William Woodfin	580 Curtis Blackfoot, ID 83221
Julie Ann Woodfin	580 Curtis Blackfoot, ID 83221

IN WITNESS WHEREOF, I have hereunto set my hand this 7<sup>th</sup>  
day of August, 1985.

Joseph Vigh Dahle  
Joseph Vigh Dahle

Teresa Ann Dahle  
Teresa Ann Dahle

Richard Wm Woodfin  
Richard William Woodfin

Julie Ann Woodfin  
Julie Ann Woodfin

STATE OF IDAHO           )  
                                  )ss  
County of Bannock       )

On this 7<sup>th</sup> day of August, 1985, before me the under-  
signed Notary Public, personally appeared JOSEPH VIGH DAHLE, known  
to me to be the person whose name is subscribed to the within  
instrument and acknowledged to me that he executed the same.

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

Barbara Fugler  
Notary Public for Idaho  
Residing at Pocatello, Idaho

STATE OF IDAHO            )  
                                  )ss  
County of Bannock        )

On this 7th day of August, 1985, before me the undersigned Notary Public, personally appeared TERESA ANN DAHLE, known to me to be the person whose name is subscribed to the within 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 in this certificate first above written.

Barbara Fugler  
Notary Public for Idaho  
Residing at Pocatello, Idaho

STATE OF IDAHO            )  
                                  )ss  
County of Bannock        )

On this 7th day of August, 1985, before me the undersigned Notary Public, personally appeared RICHARD WILLIAM WOODFIN, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

Barbara Fugler  
Notary Public for Idaho  
Residing at Pocatello, Idaho

STATE OF IDAHO                    )  
  )ss  
County of Bannock                )

On this 7<sup>th</sup> day of August, 1985, before me the undersigned Notary Public, personally appeared JULIE ANN WOODFIN, known to me to be the person whose name is subscribed to the within 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 in this certificate first above written.

Barbara Fuger  
Notary Public for Idaho  
Residing at Pocatello, Idaho