



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

FRIENDS OF CHILDREN AND FAMILIES, INC.

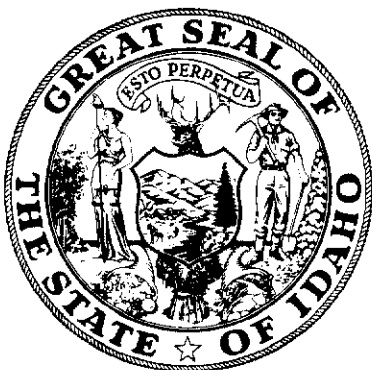
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

FRIENDS OF CHILDREN AND FAMILIES, 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 July 31, 19 86.



Pete T. Cenarrusa

SECRETARY OF STATE

My J. Clark
Corporation Clerk

ARTICLES OF INCORPORATION
OF
FRIENDS OF CHILDREN AND FAMILIES, INC.

I, the undersigned, being a person of full age and a citizen of the United States, hereby incorporate myself under the Idaho Non-Profit Corporation Act, Sections 30-301, et seq., I.C.

ARTICLE I

The name of the corporation shall be FRIENDS OF CHILDREN AND FAMILIES, INC.

ARTICLE II

The corporation is formed as a non-profit corporation.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The purposes of the corporation are:

- a. To accomplish those actions and perform those services as are necessary or advisable to obtain and provide adults and/or children with educational, remedial, developmental, and treatment facilities, or to acquire the funds therefor.
- b. To engage in activities characteristic of charitable and benevolent organizations, generally.
- c. To acquire and hold, develop, improve, subdivide, lease, construct, exchange, mortgage, sell, convey, finance or otherwise dispose of or deal in, real estate.
- d. To borrow or raise money for any of the purposes of the corporation and in connection therewith to grant collateral or other security, either alone or jointly with any other person, firm, or corporation, and to make and issue promissory notes, drafts, bonds, debentures, and

other evidences of indebtedness; and in general, to any and all things and to exercise any and all powers which now or hereafter might be lawful for a non-profit corporation to do or exercise, under and in pursuance of the Idaho Non-Profit Corporations Act, or any other law which now or hereafter might be applicable to this corporation.

ARTICLE V

The corporation is to have but one class of members, and the corporate By-laws shall specify the qualifications, and rights of said members, and the manner of election or appointment.

ARTICLE VI

A Board of Directors of not less than three persons shall be elected by the members and shall manage the corporation. The initial directors shall be:

Harlow Dunlap
690 W. 4th
Kuna, ID 83634

Melanie Campbell
246 W. Boise Ave.
Boise, ID 83706

Darlene Carpenter
311 Gove St.
Boise, ID 83702

Pam York
2411 Lemhi
Boise, ID 83702

Joe Hines
P.O. Box 596
Mountain Home, ID 83657

Mary Shannon
3645 Federal Way
Boise, ID 83705

who shall hold office until the first annual election of directors or until such time as a successor has been named.

ARTICLE VII

The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended; further, upon the dissolution of the corporation or the

winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or education organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations.

ARTICLE VIII

The officers of said corporation, elected by the directors, shall be:

Harlow Dunlap
Joe Hines
Darlene Carpenter
Pam York

President
Vice-President
Secretary
Treasurer

ARTICLE IX

The principal organizer, incorporator, and the initial registered agent of the corporation is:

Darlene Carpenter
1303 Fort Street
Boise, Idaho 83702

and the address of the initial registered office of the corporation is 1303 Fort Street, Boise, Idaho 83702.

DATED This July 29, 1986.


DARLENE CARPENTER

STATE OF IDAHO)
)
County of Ada)

On this July 29, 1986, before me personally appeared, DARLENE CARPENTER, known to me to be the person whose name is

subscribed on the foregoing instrument, and acknowledged to me
that she executed the same.



NOTARY PUBLIC For Idaho

Residing at: Nampa, Idaho

My commission expires: 1990