



**CERTIFICATE OF INCORPORATION
OF**

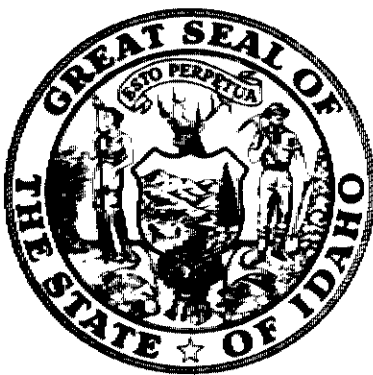
SILVER VALLEY MENTAL HEALTH CLUB, INC.

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 SILVER VALLEY
MENTAL HEALTH CLUB, 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 October 29, 19 87.



Pete T. Cenarrusa

SECRETARY OF STATE

Sandra Hawkey

Corporation Clerk

SEP 21 1987

ARTICLES OF INCORPORATION

FOR

SILVER VALLEY MENTAL HEALTH CLUB, INC.

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the undersigned, all of whom are residents of the County of Shoshone, State of Idaho, acting for ourselves as individuals, hereby associate for the purpose of organizing and incorporating a non-profit corporation pursuant to Idaho Code Section 30-301 et seq, and to that end we hereby adopt the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of this corporation shall be SILVER VALLEY MENTAL HEALTH CLUB, INC.

ARTICLE TWO

PURPOSES

The purpose for which the corporation is to be formed shall be:

2.1 To provide activities, socialization, and adult living skill building for chronically mentally ill persons living in Shoshone County.

2.2 That this corporation is a non-profit corporation.

ARTICLE THREE

POWERS

To carry out the above purposes, the following governing powers shall apply and be complied with:

3.1 The corporation shall have the powers granted to corporations under Idaho Code 30-1-4 and Idaho Code 30-307.

3.2 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes.

3.3 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

3.4 The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

3.5 The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

3.6 The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

3.7 The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of

2. ARTICLES OF INCORPORATION

1954, or corresponding provisions of any subsequent federal tax laws..

3.8 Notwithstanding any other provisions of these articles, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE FOUR

PLACE OF BUSINESS

The principal place of business and the registered office shall be 140 Railroad Avenue, Kellogg, Idaho 83837. The initial registered agent is Dr. Marie Parkman, 140 Railroad Avenue, Kellogg, Idaho 83837.

ARTICLE FIVE

DURATION

The period of duration of this corporation shall be perpetual.

ARTICLE SIX

MEMBERSHIP

Membership in said corporation is limited to those residents of Shoshone County who have demonstrated chronic mental illness and those people who treat and assist chronically mentally ill persons.

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ARTICLE SEVEN

INCORPORATORS AND FIRST DIRECTORS

7.1 The names and places of residence of the incorporators are as follows:

Aleck Hanson, 1008 Pearl St., Wallace, Idaho 83873

Julie Baldwin, 214 Emerald Drive, Kellogg, Idaho 83837

Fred Adams, P. O. Box 1215, Pinehurst, Idaho 83850

Marie Parkman, 140 Railroad Avenue, Kellogg, Idaho 83837

7.2 The names and places of residence of the first Board of Directors who shall hold office until the first annual meeting of the members, or until their successors are elected and qualified are:

Neil Beare, Rt 1 37F, Cataldo, Idaho 83810

Charles Horine, P. O. Box 741, Pinehurst, Idaho 83850

Janet Adams, P. O. Box 1215, Pinehurst, Idaho 83850

Fred Orth, 214 Emerald, Kellogg, Idaho 83837

James Garr, 637 A South Division, Kellogg, Idaho 83837

Sharon Connors, P. O. Box 1049, Wallace, Idaho 83873

ARTICLE EIGHT

DISSOLUTION

Upon dissolution of the corporation, the Board of Directors or Trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively to charitable, fraternal, benevolent, educational or scientific organization or

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organizations which shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws. No member, director, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on its dissolution.

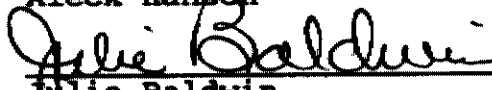
ARTICLE NINE


AMENDMENTS


The members of this corporation, at their annual meeting, or at a special meeting called for such purpose, or the Board of Directors of this corporation, shall have the power by majority vote to repeal or amend the By-Laws of this corporation, or to adopt new By-Laws of this corporation, provided that such By-Laws as are amended or adopted by the members of the corporation may not then be altered or amended by the Board of Directors.

IN WITNESS WHEREOF, we have hereunto set our hands and seals in quadruplicate this 30th day of September, 1987.


Aleck Hanson


Julie Baldwin


Fred Adams


Marie Parkman

5. ARTICLES OF INCORPORATION

STATE OF IDAHO)
County of Shoshone) ss.

On this 30th day of September, 1987, before me the undersigned, a Notary Public in and for the State aforesaid, personally appeared ALECK HANSON, JULIE BALDWIN, FRED ADAMS, and MARIE PARKMAN, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they 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.

Pat Sullivan

Notary Public in and for the State
of Idaho, Residing at: Boise
My Commission Expires: 1-10-93

6. ARTICLES OF INCORPORATION