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97 DEC -8 AM 8:50
SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
WELLSPRING HEALING RETREAT, INC.**

The undersigned, acting as the incorporators of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation is:

WELLSPRING HEALING RETREAT, INC.

**ARTICLE II
NONPROFIT STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III
PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The location of this Corporation is in the City of Kooskia, County of Idaho, State of Idaho. The address of the initial registered office is HCR 66, Box 318 B Kooskia, Idaho 83539 and the name of the initial registered agent at this address is April Bell.

**ARTICLE V
PURPOSES**

The purposes for which the Corporation is organized and will be operated are as follows:

IDAHO SECRETARY OF STATE

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A. To provide the public, donors, sponsors and residents with a non-commercial healing retreat environment and experience and to support and promote the practice of the traditional healing arts and wellness methods; focusing on the integration of body, mind, relationships and spirit.

B. To pursue the goal to empower people through education, practice, interpersonal support and encouragement to use their own body intelligence to awaken the healer within.

C. For charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

D. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value.

Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 V hereof. No substantial part of the activities of the Corporation shall be the carrying on

Article V 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 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 by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII MEMBERS

The Corporation shall not have members with voting powers.

ARTICLE VIII INCORPORATORS AND BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) individuals. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The below named individuals are the incorporators and shall constitute the initial Board of Directors who shall serve as directors until the organizational meeting or until their successors are duly elected and qualified.

NAME

Sri Sridharan

ADDRESS

4274 E. Agave Road
Phoenix, Arizona 85044

Sheila Sridharan

4274 E. Agave Road
Phoenix, Arizona 85044

April Bell

P.O. Box 675
Kooskia, Idaho 83539

ARTICLE IX LIMITED LIABILITY

The Corporation shall indemnify its officers, directors, employees and agents to the fullest extent provided by Idaho Code section 30-3-88 as now in existence or as hereafter amended.

ARTICLE X POLITICAL ACTIVITIES

This Corporation shall not engage in activities designed to carry on propaganda or otherwise attempt to influence legislation, to participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate, or to have objectives and to engage in activities that characterize it as an "action" organization as described in IRS Reg. 1.501(c)(3)-(1)(b)(3).

ARTICLE XI DISSOLUTION


Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed 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 organizations, as such court shall determine to be consistent with the purposes of the Corporation.

**ARTICLE XII
BYLAWS**

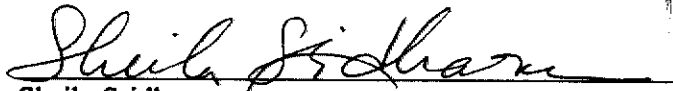
Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being all of the incorporators and all of the initial directors herein before named, do hereby make this certificate for the purpose of forming a corporation pursuant to the provisions of Title 30, Chapter 3, Idaho Code, and do hereby certify that the facts herein before set forth are true and correct.

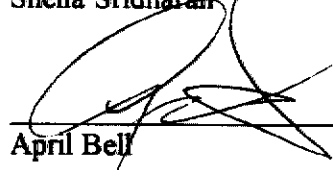
DATED this 23 day of October, 1997



Sri Sridharan



Sheila Sridharan



April Bell

STATE OF IDAHO)

: ss.

County of Nez Perce)

On this 27th day of October, before me, the undersigned, a Notary Public in and for said State, personally appeared Sri Sridharan, known or identified 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.

Dee Ellen Gribbs

Notary Public in and for said State,

residing at or employed Levinton, Idaho

Commission Expires: November 15, 2001
(SEAL)

STATE OF Idaho)

: ss.

County of Nez Perce)

On this 27 day of October, before me, the undersigned, a Notary Public in and for said State, personally appeared Sheila Sridharan, known or identified 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.

Dee Ellen Gribbs

Notary Public in and for said State,

residing at or employed Levinton, Idaho

Commission Expires: November 15, 2001
(SEAL)

STATE OF IDAHO)
 : ss.
County of ~~Nez Perce~~ Idaho)

On this 17th day of November, ¹⁹⁹⁷, before me, the undersigned, a Notary Public in and for said State, personally appeared April Bell, known or identified 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.

Cynthia A. Mattson
Notary Public in and for said State,
residing at or employed Strangerville, Id.
Commission Expires: 4-24-2003
(SEAL)