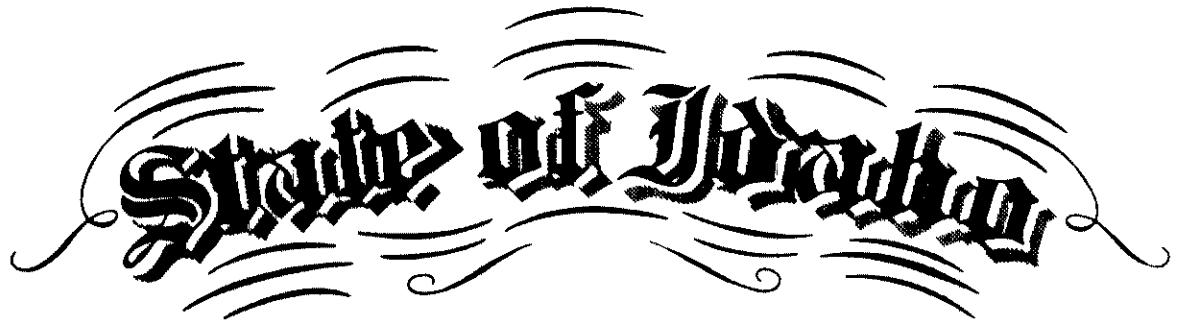


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CERTIFICATE OF INCORPORATION
OF

IDSP, 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 _____

IDSP, 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 April 2, 1990.

The signature of Pete T. Cenarrusa, Secretary of State.
SECRETARY OF STATE

The signature of the Corporation Clerk.



ARTICLES OF INCORPORATION
OF
JDSF, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned Incorporators, desiring to form a non-profit corporation, pursuant to the Idaho Non-Profit Corporation Act, declare and adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: JDSF, Inc.

RECEIVED
SEC. OF STATE
90 APR 2 AM 10 28

ARTICLE II

The purposes and objects for which the corporation is formed are to do any and all of the things hereafter set forth, to the same extent as natural persons might, or could do, namely:

a. To accomplish those objects and purposes permitted by §501(c)(3) of the Internal Revenue Code of 1986, as amended, and consisting of the following:

1. To acquire and to hold, develop, improve, subdivide, lease, construct, exchange, mortgage, sell, convey, finance or otherwise dispose of or deal in, real estate for the benefit of elderly, disadvantaged, low-income or otherwise needy persons.

2. To engage in activities characteristic of charitable and benevolent organizations, generally.

3. 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 to lend and advance money, extend credit, take notes, open accounts, and every kind of evidence of indebtedness and collateral security in connection therewith.

4. To make payments and distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any subsequent Federal tax law.

5. And in general, to do any and all things and to exercise any and all powers which now or hereafter might be lawful for a corporation to do or exercise, under and in pursuance of the Business Corporations Act of the State of Idaho, or of any other law which now or hereafter might be applicable to this corporation, provided, that the powers granted hereunder shall be exercised exclusively for the purposes designated for §501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any subsequent Federal tax law.

a. The purposes for which this corporation is formed are purely charitable, and not pecuniary profit, and all funds and properties of this corporation shall be devoted to such charitable purposes above set forth and never to the distribution of any pecuniary gain, profits or dividends to any person or organization whatsoever.

ARTICLE III

The period of duration of the corporation is perpetual.

ARTICLE IV

1. All of the powers to be exercised by the Corporation shall be exercised exclusively for such purposes and in such a manner that this Corporation shall qualify as and remain an exempt organization under the Internal Revenue Code of 1986, §501(c)(3), as it currently and shall hereafter be in force and effect.

2. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed under §4942 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

3. The corporation shall not retain any excess business holdings as defined in §4943(c) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

4. The Corporation shall not make any investments in such manner as to subject it to tax under §4944 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

5. The Corporation shall not make any taxable expenditures as defined in §4945(d) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

6. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 as set forth in Article II. 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 the Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax §501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax law, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax law.

ARTICLE V

The number and qualifications of members, the terms and conditions of membership, and the liability for fees for admission and/or dues or assessments for members shall be as set forth in the Bylaws of this Corporation.

No member shall have or acquire a greater interest in this Corporation than any other member, and the voting power and rights of the members of this Corporation shall be equal.

ARTICLE VI

The Corporation may issue certificates or other instruments evidencing membership rights to each member hereof who is in good

standing in accordance with the criteria therefor set forth in the Bylaws, or the rules and regulations thereunder.

ARTICLE VII

1. The officers, directors and/or members of this Corporation shall not be individually liable for the Corporation debts or other liabilities of any kind whatsoever. The private property of any member of the Corporation shall not be subject to the payment of Corporate debts to any extent whatsoever, and, if membership certificates are issued, they shall not be subject to assessment for any purpose of paying expenses, conducting business or paying debts of the Corporation.

2. Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was an officer, director or member (or such heirs, executors and administrators) may be entitled apart from this Article.

3. Upon the dissolution of the Corporation, the Board of Directors 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, in such manner, or to such organization or organizations operated and organized exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986, or the

corresponding provision of any subsequent Federal tax law, as the Board of Directors shall determine. Any of such assets not so disposed shall be disposed of 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 organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

The corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of Incorporation by two-thirds (2/3) vote of the members, represented in person, at any meeting duly called for that purpose except where the laws of the State of Idaho otherwise provide.

ARTICLE IX

The number of members of the Board of Directors constituting the initial Board of Directors is seven (7), and the names and addresses of the persons who are to serve as Board members until the first annual meeting of members or until their successors are elected and shall qualify are as follows:

| <u>Name</u> | <u>Address</u> |
|---------------|--|
| Dennis Smith | 756 Oxford Drive Idaho Falls, Idaho 83404 |
| Adelynn Smith | 756 Oxford Drive Idaho Falls, Idaho 83404 |
| John M. Ohman | P.O. Box 51600 Idaho Falls, Idaho 83405 |

Steven E. Hansen

293 11th Street
Idaho Falls, Idaho 83401

Paul C. Smith

127 Fuller Way
Pocatello, Idaho 83201

Clifford W. Kirkham

756 Oxford Drive
Idaho Falls, Idaho 83404

ARTICLE X

The Board of Directors shall have the power to make, alter, amend or repeal the Bylaws as set forth therein for governance of the Board and for administration and regulation of the affairs of the Corporation, provided that any such Bylaws shall not be inconsistent with these Articles of Incorporation or with the constitution or laws of the State of Idaho or any other governmental entity duly constituted.

ARTICLE XI

The names and addresses of the initial incorporators are as follows:

Name

Address

Dennis Smith

756 Oxford Drive
Idaho Falls, Idaho 83404

Adelynn Smith

756 Oxford Drive
Idaho Falls, Idaho 83404

John M. Ohman

P.O. Box 51600
Idaho Falls, Idaho 83405

Steven E. Hansen

293 11th Street
Idaho Falls, Idaho 83401

Paul C. Smith

127 Fuller Way
Pocatello, Idaho 83201

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REXXXXXX1992XXXXXX00XXXXXXREXXXXXX
Shelley XXXXXXXXXX83482

Clifford W. Kirkham

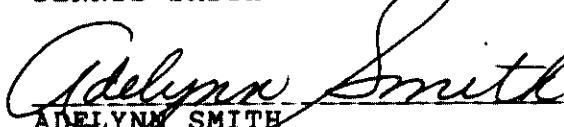
756 Oxford Drive
Idaho Falls, Idaho 83404

ARTICLE XII

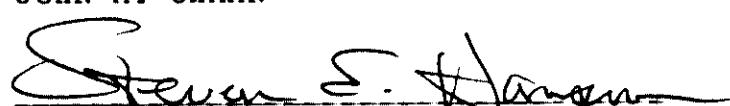
The address of the Corporation's initial registered office
in the State of Idaho is P.O. Box 51600, /City of Idaho Falls,
County of Bonneville, State of Idaho. The name of the Corpora-
tion's initial registered agent at such address is John M. Ohman.

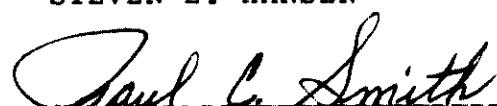
EXECUTED This February 28th, 1990.

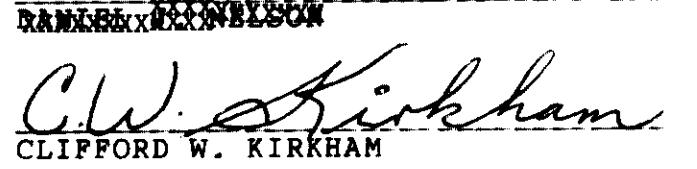

DENNIS SMITH


ADELYNN SMITH


JOHN M. OHMAN


STEVEN E. HANSEN


PAUL C. SMITH


CLIFFORD W. KIRKHAM

INCORPORATORS

STATE OF IDAHO)
)
County of Bonneville)

On this February 28th, 1990, before me personally appeared DENNIS SMITH, known to me to be the person whose name is subscribed on the foregoing instrument, and acknowledged to me that he executed the same.

Alana Sharp
NOTARY PUBLIC For Idaho
Residing at: Sugar City Id
My commission expires: 18.17.95

STATE OF IDAHO)
)
County of Bonneville)

On this February 28th, 1990, before me personally appeared ADELYNN SMITH, known to me to be the person whose name is subscribed on the foregoing instrument, and acknowledged to me that she executed the same.

Alana Sharp
NOTARY PUBLIC For Idaho
Residing at: Sugar City Id
My commission expires: 18.17.95

STATE OF IDAHO)
)
County of Bonneville)

On this February 28th, 1990, before me personally appeared JOHN M. OHMAN, known to me to be the person whose name is subscribed on the foregoing instrument, and acknowledged to me that he executed the same.

Alana Sharp
NOTARY PUBLIC For Idaho
Residing at: Sugar City Id
My commission expires: 18.17.95

STATE OF IDAHO)
County of Bonneville)

On this February 28th, 1990, before me personally appeared STEVEN E. HANSEN, known to me to be the person whose name is subscribed on the foregoing instrument, and acknowledged to me that he executed the same.

Alana Sharp
NOTARY PUBLIC For Idaho
Residing at: Sugar City Id
My commission expires: 18-17-95

STATE OF IDAHO)
County of Bonneville)

On this February 28th, 1990, before me personally appeared PAUL C. SMITH, known to me to be the person whose name is subscribed on the foregoing instrument, and acknowledged to me that he executed the same.

Alaina Sharp
NOTARY PUBLIC For Idaho
Residing at: Sugar City, Id
My commission expires: 8-17-95

STATE OF IDAHO)
County of Bonneville)

On this February 28th, 1990, before me personally appeared CLIFFORD W. KIRKHAM, known to me to be the person whose name is subscribed on the foregoing instrument, and acknowledged to me that he executed the same.

Alma Sharp
NOTARY PUBLIC For Idaho
Residing at: Sugar City, Id
My commission expires: 8/17/95