

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

SYNTHESIS, 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: June 18, 1987



Pete T. Cenarrusa
SECRETARY OF STATE

by: *Sandra Hawkey*

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ARTICLES OF INCORPORATION
OF
SYNTHESIS, INC.

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KNOW ALL MEN BY THESE PRESENTS, That the undersigned, Kay Merriam and Becky Black, acting as the incorporators of a corporation under the Idaho Business Incorporation Act, adopt the following Articles of Incorporation for such corporation:

I.

The name of the said corporation shall be SYNTHESIS, INC.

II.

The duration of the corporation shall be perpetual.

III.

The initial registered office of the corporation shall be at 209 East Lewis Pocatello, Idaho 83201, and the name of its initial registered agent at such address is Kay Merriam.

IV.

The authorized capital stock of the corporation shall be One Million Dollars (\$1,000,000), divided into 1,000 shares of common stock of the par value of One Thousand Dollars (\$1,000) a share. All of the stock shall be of the same class, have the same powers and voting rights and shall not be assessable for any purpose whatsoever.

V.

All corporation powers shall be exercised by the incorporators and the business and the affairs of the corporation shall be managed under the direction of a Board of Directors consisting of no less than three (3) Directors. The qualifications, the term of office, manner of electing directors, the number of directors to be elected, the time, place and manner of calling meetings, and the powers and duties of the directors shall be prescribed by the By-Laws. The names and addresses of the persons who are to serve as directors until the first annual meeting of the stockholders or until their successors are elected and qualified are:

1. Kay Merriam
4780 Clearview Avenue
Pocatello, Idaho 83204
2. Becky Black
Rural Route, Rapid Creek Road
Inkom, Idaho 83245
3. Diane Galloway
7065 Highway 89 North
Evanston, Wyoming 82930

VI.

The purposes for which said corporation is organized are as follows:

- A. To carry on the business of SYNTHESIS, INC., and

all related activities.

B. To consult and contract with private and public agencies, individuals and/or businesses relative to interpersonal relations, including, but not limited to management style, interactive style, non-traditional learners, neglected and/or abused youth, exceptional learners, meeting strategies and focus groups.

C. To provide services including, but not limited to workshops, manuals, plans, research, curricula, counseling, goal-setting, and needs assessment.

D. To acquire and take over as a going concern and thereafter carry on the business of any person, firm or corporation engaged in any business which this corporation is authorized to conduct and in connection therewith to acquire the good will and all or any of the assets and to conduct or otherwise provide for all or any part of such businesses.

E. To borrow money for its corporate purposes and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time for the purchase of property for any purpose in or about the business of the corporation and, if deemed proper, to secure the payment of any obligations by mortgage, pledge, deed of trust or otherwise.

F. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary and convenient for the business of the corporation with any person, firm, corporation, association, body politic, state or other form of government so far as and to the same extent that the same may be done and performed by corporations organized under the laws of the State of Idaho.

G. To act as employee, agent, trust, receiver, liquidator, manager or broker or in any other capacity with respect to the establishment or promotion of corporations, associations, undertakings, businesses or enterprises of any description; to purchase, lease, own, acquire, deal in, sell, convey or assign any rights, franchises or privileges necessary or convenient in the creation, establishment, promotion or liquidation of enterprises, businesses or undertakings.

H. To buy, sell, discount and deal in all types of securities, whether negotiable or otherwise, including, but not limited to, bills of exchange, notes, bonds, debentures, warrants and corporate stock, including the stock of this corporation; to give or receive security therefore by mortgage, pledge, or in any other fashion authorized by law.

I. To have the power to transact any or all lawful business for which corporations may be incorporated under

the Idaho Business Corporation Act.

J. To do all acts and things necessary to carry out the purposes and intent expressed in the above provisions, and each and every necessary, suitable or advisable act or thing for the accomplishment thereof.

VII.

The power to repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of the directors or of the allotted shares as the case may be; provided, however, not less than a majority thereof as may be fixed by the By-Laws. The Board of Directors may from time to time distribute to its shareholders out of capital surplus of the corporation a portion of its assets in cash or in property.

VIII.

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporations is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors, or officers of such other corporation; any director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of

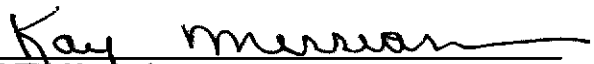
the corporation and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting the Board of Directors of the company which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such director or officer of such corporation and not so interested.

IX.

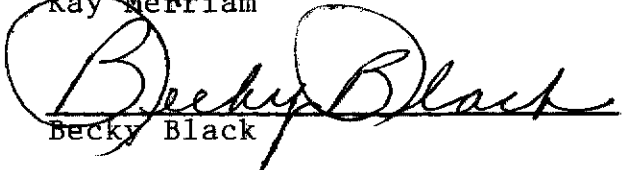
The names and addresses of each of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Kay Merriam	4780 Clearview Avenue Pocatello, Idaho 83204
Becky Black	P. O. Box C Pocatello, Idaho 83201

IN WITNESS WHEREOF, we have hereunto set our hands this eighth day of June, 1987.

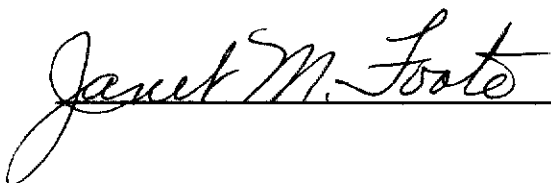


Kay Merriam



Becky Black

WITNESS:



Janet M. Fote