

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
THE CERTIFICATION BOARD FOR OBESITY EDUCATORS, INCORPORATED**

An Idaho Nonprofit Corporation

2006 JUL 12 PM 1:25

SECRETARY OF STATE
STATE OF IDAHO

ARTICLE I

The name of the corporation shall be The Certification Board For Obesity Educators, Incorporated.

ARTICLE II

The purpose for which the corporation is organized is as a nonprofit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Act for any lawful activity or purpose.

ARTICLE III

The names and address of the corporation's initial directors are: Keith P. McGuiness, 1518 Lily Avenue, El Cajon, CA 92021; Thomas L. McKnight, 436 Windswept Blvd., Freeport, FL 32439; and John Zrebiec, 36 Hawkins Lane, North Andover, MA 01845.

ARTICLE IV

The address of the corporation's initial registered office is: 1401 Shoreline Drive, Suite 2, Boise, ID 83702 and the registered agent at such address is: Corporation Service Company.

ARTICLE V

The name and address of the incorporator is: Dalen E. Copeland, 402 W. Broadway, Suite 2300, San Diego, CA 92101.

ARTICLE VI

The corporation does not have any members.

ARTICLE VII

A. This corporation is organized and operating exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States internal revenue law.

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B. Notwithstanding any other provision of these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue law, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding provision of any future United States internal revenue law.

C. No substantial part of the activities of this corporation shall consist of lobbying or carrying on propaganda, or otherwise attempting to influence legislation and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office except as provided in Section 501(h) of the Code, or the corresponding provision of any future United States internal revenue law.

ARTICLE VIII

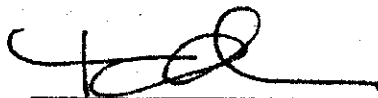
The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, trustee, officer, or member hereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized or operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue law.

ARTICLE IX

A. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provision of any future United States internal revenue law.

B. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provision of any future United States internal revenue law.

Dated: July 11, 2006



DALEN E. COPELAND
SOLE INCORPORATOR