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# State of Idaho

## Department of State

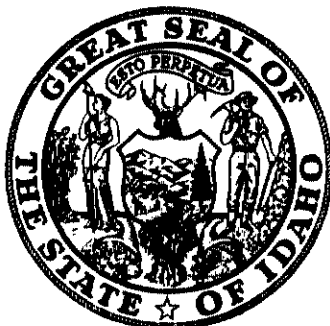
### CERTIFICATE OF INCORPORATION OF

### HELP PUT THE HOMELESS AMERICAN VETERAN TO WORK, 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: November 19, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl R. Davis*

Nov 19 3 59 PM '92  
SECRETARY OF STATE

ARTICLES OF INCORPORATION

of

Help Put The Homeless American Veteran To Work, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, for the purpose of forming a corporation under the Idaho Business Corporations Act, pursuant to provisions of the Idaho Code, Title 30, Chapter 1, as amended; make, -subscribe, acknowledge, file and adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is HELP PUT THE HOMELESS AMERICAN VETERAN TO WORK, INC. (HPTHAVTW)

ARTICLE II

The principal office or place of business of the Corporation and its registered office in the State of Idaho shall be located at 15080 1/2 Frost Road, Canyon County, Caldwell, Idaho and the mailing address shall be 15080 1/2 Frost Road, Caldwell, Idaho 83605. The name of the resident agent of the Corporation at such address is Leroy Smith.

Other offices may be established, business transacted, Corporate books kept and meetings of stockholders and directors held at such places within or outside the State of Idaho as the Bylaws of the Corporation shall provide.

The Corporation is to be incorporated as a close corporation and intends to elect Subchapter S Status.

The duration of the corporation is to be perpetual.

ARTICLE III

The general nature of the business or objects or purposes of the Corporation to be transacted, promoted, or carried on by the Corporation are as follows:

1. To engage in any lawful activity.
2. To employ and/or find employment for American veterans, especially homeless American veterans, or otherwise to

perform and conduct all such acts and things what so ever necessary to accomplish the lawful business of the Corporation. It is expressly provided that the enumeration of the foregoing purposes and objects of the said Corporation shall not be construed to limit or restrict the general powers of the Corporation to conduct all lawful business necessary to its purpose, as provided by the laws of the State of Idaho, including, but not limited to borrowing money for any purpose of the corporation and entering into contracts for any lawful purpose of the Corporation. The Corporation, shall, to the extent permitted by law, be entitled to solicit money, goods and services for the benefit of its clients. The Corporation will conduct business under the fictitious name: "HPTHAVTW."

#### ARTICLE IV

The capital of the Corporation shall be the total amount contributed by the stockholder(s). Each stockholder will receive a certificate stating the number of shares issued to the holder. Each stockholder shall be entitled to one vote for each share issued to him/her, unless variations in the voting rights are established differently by the board of directors. The total aggregate number of shares which the Corporation shall have the authority to issue is one hundred thousand, (100,000) and they shall be no par, common stock.

#### ARTICLE V

As long as the Corporation has valid Subchapter S election, no stock will actually be issued other than one class of common stock. All such shares of common stock will have identical rights in the corporation's assets, but they may differ as to voting rights and the board of directors of the Corporation shall have the authority to establish the variations in the voting rights of the Stockholders by special meeting called for that purpose.

No Stockholder shall transfer his/her shares of stock or enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his/her stock, except after the same shall have been approved at a Stockholder's meeting especially called for such purpose.

The private property of the Stockholders shall not be subject to the payment of corporate debts to any extent what so ever.

#### ARTICLE VI

The business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least 18 years old. The number of directors of the Corporation shall be set forth in

the Bylaws and may be altered from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed the number of directors shall be two (2). None of the directors needs to be a Stockholder of the Corporation or a resident of the State of Idaho.

The name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are as follows:

Leroy Smith                      421 Fairwood Place  
Nampa, Idaho 83651

W.C. (Bill) Verner    2016 3rd Street, North  
Nampa, Idaho 83687

Election of directors need not be by ballot unless the Bylaws of the Corporation shall so provide. The directors shall elect a President, a Secretary/Treasurer and may elect a Vice-President. Any person may hold any combination of offices.

#### ARTICLE VII

The Corporation shall have the authority in accordance with Idaho State Law to indemnify each director or officer or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party, by reason of being or having been a director or officer of the Corporation, or of such other corporation, whether or not he continues to be a director or officer at the time of incurring such expense, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in such performance of his duty as such director or officer. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any Bylaw, agreement, vote of stockholders, or otherwise.

The Corporation shall have the right to defend and to incur reasonable expenses in the defense of any such actions, suits or proceedings brought against any such director, officer or person. Where ever in this section a director of officer is referred to, such reference shall include his executors and administrators.

#### ARTICLE VIII

The Corporation reserves the right to amend, alter, change or repeal any provision herein contained in the manner now or hereafter prescribed by law and all rights conferred upon

Stockholders herein are granted subject to this reservation.

ARTICLE IX

The name and place of residence of the incorporator is as follows:

Leroy Smith

421 Fairwood Pl.  
Nampa, Idaho 83651

ARTICLE X

The time of the commencement of this Corporation shall be the day these Articles of Incorporation are filed in accordance with law, and the Corporation shall thereafter have and enjoy perpetual existence as now provided by law.

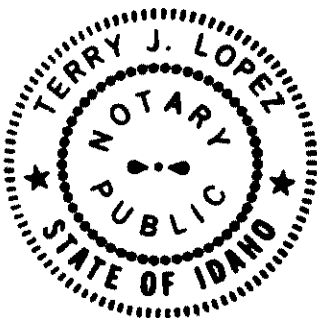
IN WITNESS WHEREOF, I hereto affix my signature, this  
19<sup>th</sup> day of November, 1992.

  
Leroy Smith

STATE OF IDAHO            )  
                                  ) ss.  
County of                    )

Before me, the undersigned, a Notary Public in and for said State, personally appeared Leroy Smith, known 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.



  
Notary Public for Idaho  
Residing at: