



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

***PARTNERS IN WELLNESS, INC.***

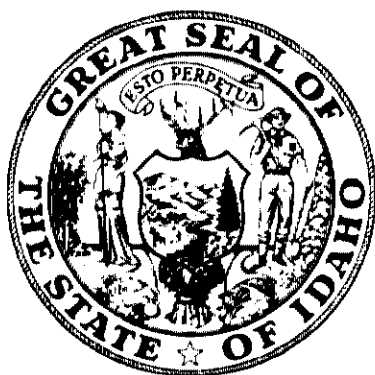
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

***PARTNERS IN WELLNESS, 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 October 9, 19 86



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Shirley G. Jackson*  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
PARTNERS IN WELLNESS, INC.

The undersigned, being over the age of eighteen (18) years, and for the purpose of forming a corporation under the Idaho Business Corporation Act, hereby certify and adopt the following Articles of Incorporation:

ARTICLE I.

The name of this Corporation shall be "PARTNERS IN WELLNESS, INC.", and its existence shall be perpetual.

ARTICLE II.

This Corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, as amended, under the provisions of which this Corporation is incorporated.

ARTICLE III.

Shareholders of this Corporation shall have preemptive rights to acquire additional shares offered for sale by this Corporation.

ARTICLE IV.

Shareholders of this Corporation shall have cumulative voting rights.

ARTICLE V.

1. The location and post office address of the registered office of this Corporation in this state shall be 1200 Ironwood Drive, Coeur d'Alene, Idaho 83814.

2. The registered agent of this Corporation at that address shall be William S. Skellenger.

ARTICLE VI.

1. The aggregate number of shares which this Corporation shall have authority to issue is ten thousand (10,000) shares.

2. Such shares are to consist of one class only, to be known as common stock, and such shares are to have a par value of One Dollar (\$1.00) per share.

ARTICLE VII.

1. The number of Directors of this Corporation shall be fixed in the Bylaws and may be changed from time to time by amending the Bylaws.

2. In compliance with the Idaho Business Corporation Act, this Corporation may enter into, contract, and otherwise transact business, as vendor, purchaser, or otherwise, with one or more of its Directors, officers, or shareholders or with any corporation, association, firm, or entity in which one or more of them are or may become interested as directors, officers, shareholders, members or otherwise.

3. The first Directors of this Corporation shall be two in number and their addresses are as follows:

<u>Name</u>	<u>Address</u>
William S. Skellenger	1594 Fairmont Loop Coeur d'Alene, ID 83814
Debra J. Clinton	16108 Tamarack Lane Nine Mile Falls, WA 99026

5. The term of the first Directors shall be until the first annual meeting of the shareholders of this Corporation or until their successors are elected and qualified.

ARTICLE VIII.

The name and address of the incorporators are as follows:

William S. Skellenger	1594 Fairmont Loop Coeur d'Alene, ID 83814
Debra J. Clinton	16108 Tamarack Lane Nine Mile Falls, WA 99026

IN WITNESS WHEREOF, the incorporators hereinabove named have executed these Articles of Incorporation this 2 day of October, 1986.

  
WILLIAM S. SKELLENGER

  
DEBRA J. CLINTON