

# State of Idaho

## Department of State

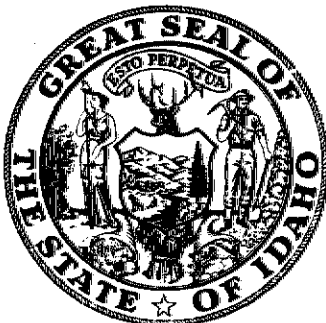
### CERTIFICATE OF INCORPORATION OF

MAGIC VALLEY SPEECH & LANGUAGE SERVICES, INC.  
File number C 118036

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: January 27, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Larry J. Clark*

ARTICLES OF INCORPORATION  
OF

Magic Valley Speech & Language Services, Inc.

\* \* \* \* \*

KNOWN ALL MEN BY THESE PRESENTS: That we, the undersigned,  
being natural citizens of full age and citizens of the United  
States of America, in order to form a corporation for the purposes  
hereinafter stated, under and pursuant to the provisions of the  
general laws of the State of Idaho, do hereby certify as follows:

ARTICLE I

The name of the Corporation shall be "Magic Valley Speech &  
Language Services, Inc.".

ARTICLE II

The Corporation's purposes are to conduct whatever business or  
to perform whatever actions are allowed by the State of Idaho for  
profit corporations.

ARTICLE III

The Corporation is to have perpetual existence.

ARTICLE IV

The location and post office address of the Corporation's  
registered office in this state shall be 414 N Lincoln, Suite 2  
Jerome, Idaho. That Nancy Harris shall

IDAHO SECRETARY OF STATE  
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be the registered agent, whose address is 414 N Lincoln, Suite 2,  
Jerome, Idaho.

ARTICLE V

The total number of shares which the Corporation is authorized to issue is 100 shares. Said shares shall have no par value.

ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Don & Nancy Harris	30 S 350 W Jerome, ID	100

ARTICLE VII

(A) The Board of Directors shall consist of three (3) Directors. During the term of their office, or thereafter, the number of Directors shall be increased or decreased from time to time as provided by the By-Laws; provided, however, that the Board of Directors shall not be more than five (5) nor less than two (2).

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors shall be elected and qualified are as follows:

Nancy Harris, President  
30 South 350 West  
Jerome, Idaho 83338

Don Harris, Vice-President  
30 South 350 West  
Jerome, ID 83338

Pam Fife, Secretary/Treasurer  
3045 E 3500 N  
Twin Falls, ID 83301

#### ARTICLE VIII

The power to appeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the Directors, as well as on 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.

#### ARTICLE IX

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration that the Board of Directors shall determine.

ARTICLE X

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capitol stock of such corporation 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 of the Board of Directors or 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 office of such other corporation and not so interested.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 24 day of January, 1997.



Nancy Harris  
President  
Don L. Harris  
Vice President  
John E. Harris  
Sec. Treasurer

MVSLS, INC.  
Articles of Incorporation  
Page 5

STATE OF IDAHO                     )  
  :     ss.  
County of Jerome             )

On this 24th day of January, 1997, before me, the undersigned, a Notary Public in and for said State, personally appeared Nancy Harris, Don Harris and Pam Eife, known to me to be the incorporators of MVSLS, Inc., who executed the foregoing instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Carolyn Chojnacky  
Notary Public for State of Idaho  
Residing at Jerome, therein.  
Commission Expires: 8-8-99

