



Department of State

**CERTIFICATE OF INCORPORATION
OF**

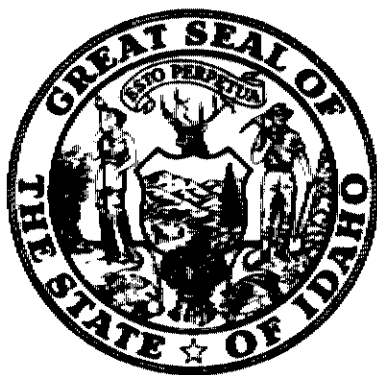
IDAHO FALLS GROUP HOMES, INC.

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 IDAHO FALLS GROUP HOMES, 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 December 4, 19 87.



Pete T. Cenarrusa
SECRETARY OF STATE

Susan M. Anthony
Corporation Clerk

ARTICLES OF INCORPORATION

OF

IDAHO FALLS GROUP HOMES, INC.

RECEIVED
SEC. OF STATE

'87 DEC 4 AM 10 47

WE, THE UNDERSIGNED, full age citizens of the United States and all of whom are residents of the State of Idaho, do hereby voluntarily associate ourselves for the purpose of forming a non-profit corporation under the provisions of Chapter 11, Title 30, Idaho Code, and amendments thereto.

ARTICLE I

The name of the corporation shall be IDAHO FALLS GROUP HOMES, INC.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The objectives and purposes for which this corporation is formed are to do in any part of the world, as principal, agent or otherwise, any and all things hereinafter set forth, to the same extent as natural persons might, or could do. In furtherance thereof, but not in limitation of the general powers conferred by the State of Idaho upon non-profit corporations, we hereby expressly provide that this corporation shall have the following powers:

a. The corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code

of 1954, or the corresponding provisions of any future United States Internal Revenue Law.

b. The primary purpose and objective for which this corporation is formed and intends initially to engage in is to operate and maintain on a non-profit basis, one or more group homes for retarded, handicapped or otherwise disabled children and adults in such a manner that such persons will be provided with appropriate care, training and education in a relatively small group while living in a home-type environment.

c. The corporation shall also have all authority, powers and rights granted to non-profit corporations by the Constitution and statutes of the State of Idaho, and any amendments thereto.

d. To do and perform every act or thing necessary to carry out the above enumerated purposes, calculated directly or indirectly, to the advancement of the interests of the corporation and as may be allowed under the laws of the State of Idaho and the Internal Revenue Code, and any amendments thereto.

ARTICLE IV

The initial registered agent of this corporation is Rex S. Redden, 390 N. Ridge, Idaho Falls, Idaho and the initial registered office of this Corporation is 390 N. Ridge, Idaho Falls, Idaho; the principal place for the transaction of its business is Idaho Falls, County of Bonneville, State of Idaho, and its mailing address is P. O. Box 442, Idaho Falls, Idaho 83402; such registered agent or principal office may be changed from time to time by action of the Board of Directors of this corporation.

ARTICLE V

The initial Board of Directors of this corporation shall be composed of three persons elected by the members of the Corporation. The Exact number of directors shall be prescribed from time to time in the By-Laws of the corporation, provided, however, that under no circumstances shall the minimum number be less than three (3) and the maximum number greater than one hundred (100).

ARTICLE VI

In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors of this corporation may:

- a. Repeal or amend By-Laws or adept new By-laws;
- b. Amend, alter, change or repeal any provision contained in these Articles of Incorporation to the extent and in the manner now or hereafter permitted by law.
- c. Enter any contract or other transaction between the corporation and one or more of is directors, or between the corporation and any firm of which one or more of its directors are members or employees or in which they are otherwise interested, or between the corporation and any other corporation or association of which one or more of its directors are stockholders, members, directors, officers or employees, or in which they are otherwise interested, and such shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest

shall be disclosed or known to the Board of Directors and the Board of Directors shall authorize approve or ratify such contract or other transaction by vote sufficient for that purpose. Such director or directors as may be interested in such contract or other transaction may be included both in determining whether a quorum is present and calculating the number of directors necessary to carry such vote.

d. The corporation is formed exclusively for charitable and educational purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code of 1954, as now in force or hereafter amended. Accordingly, no money, property received or held by the corporation nor any part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

e. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

f. Upon the dissolution of the corporation, the Board of Directors shall, after paying or taking provision for the payment of all the liabilities of the corporation, dispose of all of the

assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall then determine, which are organized and operated exclusively for such purposes.

g. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

h. It is intended by the provisions of these Articles of Incorporation that the corporation shall possess the status of an organization exempt from Federal income taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or hereafter amended. Accordingly, no part of the affairs of the corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of the corporation.

i. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VII

On the 1st day of November, 1987, an election for directors of the corporation was held at 390 N. Ridge, Idaho Falls, Idaho, at 4:00 p.m., at which meeting the members of the corporation were present and voted at such election, and the directors named in Article VIII were duly elected.

ARTICLE VIII

The names and addresses of those who have been elected to serve as incorporating directors for the first term and until their successors are elected and qualified are:

Rex Shannon Redden
390 North Ridge Avenue
Idaho Falls, Idaho 83402

Melinda Redden
390 North Ridge Avenue
Idaho Falls, Idaho 83402

Ariston Richard Davis
602 Alturas
Boise, Idaho 83702

ARTICLE IX

The private property of the members of this corporation shall not be subject to payment of corporation debts to any extent whatsoever.

IN WITNESS WHEREOF, We, the incorporators, and names herein as the duly elected Board of Directors, have set our hands and seals this ____ day of November, 1987.

EXECUTED This November 30th*, 1987.



REX SHANNON REDDEN



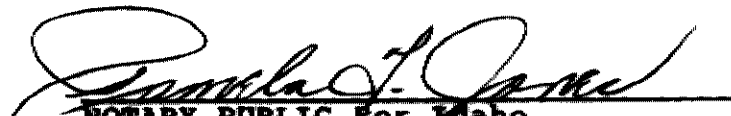
MELINDA REDDEN



ARISTON RICHARD DAVIS

STATE OF IDAHO)
)
County of Bonneville)

On this 30th day of November, 1987, before me personally appeared Rex S. Redden, Melinda Redden, and Ariston Richard Davis, known to me to be the persons whose names are subscribed on the foregoing instrument, and acknowledged to me that they executed the same.



NOTARY PUBLIC For Idaho
Residing at Idaho Falls, Idaho
My commission expires: 4/93