

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION
OF
COMMUNITY LOVING UNDERSTANDING BELONGING INC.

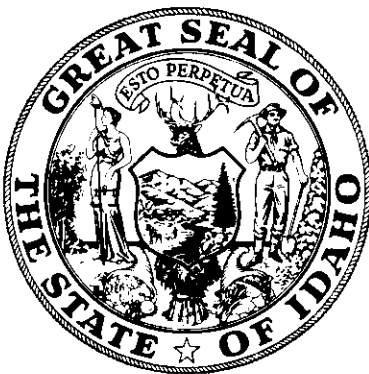
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

COMMUNITY LOVING UNDERSTANDING BELONGING 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 June 12, 19 85.



Pete T. Cenarrusa
SECRETARY OF STATE

Lucy J. Clark
Corporation Clerk

ARTICLES OF INCORPORATION

COMMUNITY LOVING UNDERSTANDING BELONGING Inc.

WE, THE UNDERSIGNED, acting as incorporators under the State of Idaho Non-Profit Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

The Name of this corporation will be Community Loving Understanding Belonging Inc. ; hereinafter referred to as the CLUB.

ARTICLE II
CORPORATE FORM

This corporation is a non-profit corporation as defined under Section 30-305 of the Idaho Code. It is primarily rehabilitative, vocational and educational in purpose.

ARTICLE III
TERM

The duration of this corporation is perpetual.

ARTICLE IV
PURPOSES AND POWERS

The purposes and powers of this corporation are exclusively charitable and consist of the following:

1. To engage in and promote charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954. Such purposes include but are not limited to:

A. To provide education in vocational, health, inter-personal, psycho-social, and other life skills areas necessary for living productive lives with minimum restrictions.

B. To provide a variety of educational, vocational, pre-vocational, social, recreational, and similar opportunities to those persons who are chronically or substantially incapacitated from mental or emotional illness, disease or defect, whose mental or emotional illness might be mitigated by involvement in those activities.

C. To prepare people emotionally and educationally for employment and to develop opportunities in work, jobs and employment as well as other profit making activities to fit the special needs of those persons who are chronically or substantially incapacitated from mental or emotional illness, disease or defect. Such opportunities may include commission sales, job referral, variable hours, work

cooperatives and any other form of activity, either gainful or voluntary which will promote preparedness for meaningful occupational activity.

D. To encourage the utilization of available community resources and participation in normal community activities by such incapacitated persons through support by peers, professionals and interested others and by progressive exposure to situations which approximate those encountered in the normal processes of everyday life.

E. To reduce stigma which surrounds the label "mentally ill" and to encourage an acceptance of persons labeled as "mentally ill" by the community at large through educational programs, and through programs which promote direct contact and cooperative and volunteer ventures involving those who are labeled "mentally ill" and the community at large.

F. To promote mental health issues in the community and to advocate for goods, services and programs which will benefit those labeled as mentally ill.

G. To deal with, contact and coordinate various governmental, community and private agencies and citizens for charitable donations, grants, loans or otherwise, within or without the community or State of Idaho to provide such facilities and services as might be beneficial.

H. To purchase or otherwise acquire, own, hold, manage, maintain, rehabilitate, improve, develop, lease, exchange, encumber, sell or deal with any real or personal property of every kind or description tangible or intangible; in connection with or incident to the charter of this corporation.

I. To provide staff services to further the aims of the organization.

J. To provide a therapeutic social setting for those persons who are chronically or substantially incapacitated from mental or emotional illness, disease or defect, whose mental or emotional illness might be mitigated by involvement in a social organization.

K. To provide information, instruction, and opportunities to learn and improve skills for students, professionals and other individuals interested in the issues of mental difficulties and their treatment. This includes but is not limited to "on site" training for students attending formal academic programs, workshops and seminars for professionals and lay people, research opportunities for projects which may benefit the population labeled as chronically impaired when such projects comply with all pertinent professional and legal and ethical principals and do not conflict with other goals of the organization.

L. To advocate for and develop specific formal educational programs which take into considerations the needs of those individuals labeled as "mentally ill" and which can help those individuals accomplish educational and vocational goals they might otherwise be unable to attain because of the effects of their emotional problems.

M. To develop formal training and accademic programs for professionals and for service providers which will promote an understanding of emotional factors and which will improve the treatment provided to the population defined as "mentally ill".

N. To do any and all lawful activities which may be necessary, fruitful or desirable, to accomplish the purposes herein. The attainment of such purpose may be direct or indirect, and alone or in conjunction or in cooperation with others, whether such others be persons or organizations of any kind or nature such as, but not limited to: corporations, firms, associations, trusts, institutions, foundations, governmental bureaus, departments or agencies.

O. To exercise all other rights and powers conferred upon corporations formed under the General Non-Profit Corporation Law of the State of Idaho, provided however that the corporation shall not engage in any activities, or exercise any powers, including those specifically mentioned herein, that are not in furtherance of the specific and primary charitable purpose of this corporation.

P. All of the foregoing purposes and powers shall be exercised exclusively for charitable purposes in such manner that the corporation shall qualify as an exempt corporation under section 501 (C) (3) of the Internal Revenue Code of 1954, and applicable state law provisions as they are currently and shall hereafter be in effect.

ARTICLE V ADDITIONAL POWERS

In furtherance of the purposes set forth in Article IV of these articles of Incorporation:

A. The corporation shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon non-profit corporations organized under and pursuant to the laws of the State of Idaho, including, but not limited to the power to enter into general partnerships, limited partnerships, joint ventures, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in Article IV herein, whether jointly or in common with others.

B. In addition the corporation may do everything necessary, suitable and proper for the accomplishment of any of it's corporate purposes including, but not limited to; the

execution of agreements with the prospective employers, governmental and private lending agencies, housing agencies of all types, and financial institutions, citizens, other corporations and with those individuals labeled as mentally ill to arrange for situations, services, and contracts which will benefit those labeled as "Mentally Ill". These agreements may include, but are not limited to; such things as employment contracts, fees for services, purchase of equipment, loaning and leasing of equipment, commissioned sales, and other activities which will benefit the corporation or those designated to be helped by the corporations charitable purpose.

Such agreements, instruments, or undertakings shall remain binding upon the corporation, its successors and assigns, so long as the instrument is in effect under the assumption. And may be secured by any real or other property owned by the corporation.

ARTICLE VI NON-PROFIT STATUS

This corporation is not organized for pecuniary profit. It shall not have the power to issue certificates of stock or declare dividends; no part of the dividends or net earnings of this corporation shall be distributable to or paid to any member, director officer or any other type of person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the benefit of the corporation and to make payments and distributions in furtherance of the purposes set forth herein.

The balance, if any, of all money received by the corporation from it's operations, after payment in full, as the same become due, of all of the operating expenses, debts and obligations of the corporation of whatsoever kind or nature, shall be used to make advance payments on any loans owed by the corporation or to provide increased opportunities to members, improvement of facilities, expansion of services, provision of additional recreational and work opportunities for the population served and public education concerning mental health issues.

ARTICLE VII

DISSOLUTION

Upon dissolution of the corporation the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation, exclusively for the purpose of this corporation, or to such organization or organization, organized and operated exclusively for charitable, educational or scientific purposes and which shall at that time qualify as an exempt organization under section 501 (c) (3) of the Internal Revenue Code of 1954; or the current Internal Revenue Code applicable at that time as the Board of Directors shall determine; provided however and subject to the above limitations, if any, if such assets have been acquired under a federal grant

or a contract, their disposition shall be made in accordance with the appropriate instructions of the governmental official or agency responsible under the law for the providing of such instructions under such circumstances. Any of 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 determine, which are organized and operated exclusively for such purposes. There shall be no distribution to any member of the corporation.

ARTICLE VIII

MEMBERSHIP

Management of the activities and program direction and all affairs of the CLUB which do not require capitol obligation shall be vested in its members.

The authorized number and qualifications of members of this corporation, the different classes of membership, if any, and the property, voting and other rights and coverages of the members shall be set forth in the By-Laws. Provided however that dues and assessments may be levied by and to the membership at large and will not obligate or create liability on the governing board of this organization.

ARTICLE IX

REGISTERED AGENT

The location and address of the initial registered office of the corporation and it's initial registered agent at such street address is as follows:

Joyce Hall
265 Broadway
Idaho Falls, Idaho

ARTICLE X

The name and address of each incorporator and initial board member is as follows:

Joyce Hall
495 No. Ridge
Idaho Falls, Idaho

Fat Attabery
545 So. Higby
Idaho Falls, Idaho

Sharon Firkins
450 J. St.
Idaho Falls, Idaho

Faye Parke
495 No. Ridge
Idaho Falls, Idaho

Elizabeth Williams
208 E. 6th St.
Idaho Falls, Idaho

Rodney Johnson
143 So. Placer #2
Idaho Falls, Idaho

Mike McCardel
3440 So. Yellowstone
Idaho Falls, Idaho

Cindy Viona Cox
300 Iona St.
Idaho Falls, Idaho

ARTICLE XI

BOARD OF DIRECTORS

The initial Board of Directors of the corporation shall consist of no fewer than three (3) and no more than twenty-five (25) members. To assure adequate representation on the Board of Directors of those persons who are to benefit directly from the goods and services produced by this corporation, no less than one fourth (1/4) of the board will be composed of persons who are defined as chronically or substantially incapacitated from mental or emotional illness, disease or defect. In the event that the Board of Directors, pursuant to the By-Laws, shall consist of nine (9) or more members, then in lieu of electing the whole number of directors annually, the directors may be divided into two (2) or three (3) classes, each class to be as nearly equal in number as possible with the term of the office of directors of the first class to expire at the first annual meeting of the members after their election; of the second class to expire at the second annual meeting after their election; and of the third class if any, to expire after the third annual meeting after their election pursuant to the provisions of 30-316 of the Idaho Code. The number of directors constituting the initial Board of Directors shall be eight (8) and the names and addresses of the persons who are to serve as directors until the first election of directors or until their successors are elected and shall qualify are:

Joyce Hall
495 No. Ridge
Idaho Falls, Idaho

Pat Attabery
545 So. Higby
Idaho Falls, Idaho

Sharon Firkins
450 J. St.
Idaho Falls, Idaho

Faye Parke
495 No. Ridge
Idaho Falls, Idaho

Elizabeth Williams
208 E. 6th St.
Idaho Falls, Idaho

Rodney Johnson
143 So. Placer #2
Idaho Falls, Idaho

Mike McCardel
3440 So. Yellowstone
Idaho Falls, Idaho

Cindy Viona Cox
300 Iona St.
Idaho Falls, Idaho

The management of the corporation will be vested in the Board of Directors and the number qualification and terms of office, manner of election, time, and place of meetings and powers and duties of the directors shall be as are prescribed by the By-Laws of the corporation; the authority to make By-Laws

for the corporation is hereby vested in the initial Board of Directors.

ARTICLE XII

BY-LAWS

Provisions for the regulation of the internal affairs of this corporation, except as provided in these Articles of Incorporation, shall be determined and fixed by the By-Laws as adopted by the Board of Directors. By-laws of the corporation may be repealed, altered, amended, or new By-Laws adopted by the Board of directors at any annual, special, or regular meeting of the Board of Directors called for that purpose, by a vote of two-thirds (2/3) of the majority of the total membership of the Board.

ARTICLE XIII

INDEMNIFICATION OF DIRECTORS

Any person, their heirs, executors, administrators, or assigns, made or threatened to be a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation, shall be indemnified by the corporation against any and all liability, and the reasonable expenses, including attorneys fees and disbursements, incurred by said person in connection with the defense or settlement of such action, suit, or proceeding, or in any connection of any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding, that such director or officer is liable for his or her gross negligence or gross misconduct in the performance of his or her duties. Such rights of indemnification shall not be deemed exclusive to any other rights to which such director or officer may be entitled apart from this Article.

ARTICLE XIV

TERMINATION OF THE CORPORATION

The corporation may be terminated and dissolved and will cease to exist upon a vote of a majority of the membership and pursuant to Idaho Statutes. Upon termination the payment of all obligations and disbursement of all assets shall be accomplished pursuant to Article VII hereinabove.

IN WITNESS WHEREOF, the following person acknowledge that he/she is a resident of the State of Idaho and have joined together with those others herein signed persons to incorporate this corporation as a non-profit corporation.

STATE OF IDAHO)
) ss.
County; of Bonneville)

On this 5 day of June, 1985, before me the undersigned Notary Public in and for the said state, appeared known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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

Joyce Hall
495 No. Ridge
Idaho Falls, Idaho
Joyce M. Hall

Pat Attabery
545 So. Higby
Idaho Falls, Idaho
Pat Attabery

Sharon Firkins
450 J. St.
Idaho Falls, Idaho
Sharon Firkins

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495 No. Ridge
Idaho Falls, Idaho
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Elizabeth Williams
208 E. 6th St.
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143 So. Placer #2
Idaho Falls, Idaho
Rodney Johnson

Mike McCardel
3440 So. Yellowstone
Idaho Falls, Idaho
Mike McCardel

Cindy Viona Cox
300 Iona St.
Idaho Falls, Idaho
Cindy Viona Cox

Paula Lund
Residing in Idaho Falls
My Commission Expires 7/14/86