

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

CENTER FOR FAMILY AND DIVORCE MEDIATION, 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: July 21, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Valerie Flint

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ARTICLES OF INCORPORATION
OF
CENTER FOR FAMILY AND DIVORCE MEDIATION, INC.

1.

The name of the corporation is:
CENTER FOR FAMILY AND DIVORCE MEDIATION, INC.

2.

The purpose of the Corporation is:

-- to mediate domestic disputes of, and provide other related services to, marrying, married, divorcing, divorced, and other couples and their families and children; and

-- to engage in all activities authorized by the laws of the State of Idaho.

3.

The corporation has authority to issue not more than 100,000 shares of stock.

These shares have no par value.

4.

The initial registered office of the corporation is:
898 North Hearthstone, Boise, Idaho 83702.

The initial registered agent of the corporation is:
Howard T. Smith, Ph.D.

5.

The name and address of the incorporator is:
Howard T. Smith, Ph.D., 898 North Hearthstone Drive,
Boise, Idaho 83702.

6.

The mailing address of the initial principal office of the Corporation is: 898 North Hearthstone Drive, Boise, Idaho 83702.

7.

The Corporation shall be managed by a Board of Directors initially consisting of one member, Howard T. Smith, Ph.D.

8.

The corporation shall not commence business until it shall receive not less than \$ 25.00 in payment for the issuance of shares of stock.

9.

The corporation or its shareholders shall not hold a Director personally liable for monetary damages resulting from the Director's breach of duty of care or other duty as Director.

However, this provision will not limit the liability of a Director:

(a) For any appropriation, in violation of his duties, of any business opportunity of the corporation;

(b) For acts or omissions which involve intentional misconduct or a knowing violation of law;

(c) For the types of liability set forth in the State Code in the Section on unlawful distribution; or

(d) For any transaction from which the Director received an improper personal benefit.

10.

The holders of common shares of stock shall have preemptive rights to purchase any shares of the Corporation hereafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

11.

The Corporation may, upon the adoption of a resolution by its Board of Directors, purchase its own shares to the extent of unreserved and unrestricted capital surplus available for said purchase.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation.

BY: Howard T. Smith, Ph.D.
Howard T. Smith, Ph.D.
Incorporator

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(208) 338-3681