



CERTIFICATE OF AMENDMENT
OF

HELP, INC.

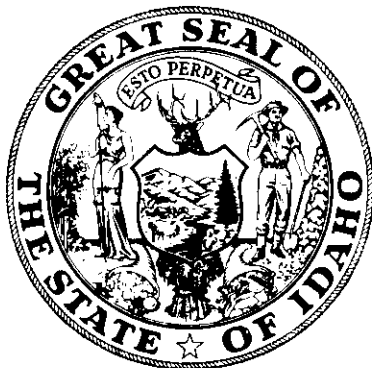
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

HELP, INC.

duly signed and verified 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
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated _____ February 23, 19 87.



SECRETARY OF STATE

Corporation Clerk

Amended and Restated
ARTICLES OF INCORPORATION

HELP, INC.

Adopted June 4, 1986, as an amendment to the original Articles of
Incorporation of HELP, Inc., in total.

I, the undersigned, in order to form a non-profit corporation for the purposes hereinafter stated, under and pursuant to the provisions of the laws of the State of Idaho particular Act Chapter 3 of the Acts of Title 30 of the Idaho Code, do hereby certify as follows:

FIRST: The name of this corporation shall be HELP, Inc.

SECOND: The principal office or place of business of this corporation shall be located at 545 Shoup Avenue, Suite 339, Idaho Falls, Idaho 83402.

THIRD: The period of existence of this corporation shall be perpetual.

FOURTH: The corporation is organized exclusively for charitable and educational purposes and:

(a) To provide lay therapy and auxiliary services regarding problems relating to child abuse and neglect within the State of Idaho;

(b) To participate, in activities designed to promote family and community welfare which are related to the purposes of the corporation;

(c) To receive and maintain funds of real or personal property, or both, and subject to the restrictions hereinafter set forth, to use and apply the whole, or any part, of the income therefrom and the principal thereof exclusively for charitable and educational purposes; and

(d) To have and exercise all powers, privileges and rights conferred on corporations by the laws of the State of Idaho and all powers and rights incidental to carrying out the purposes for which the corporation is formed. The foregoing shall be construed both as objects and powers, and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the State of Idaho, all of which are hereby expressly claimed.

FIFTH: No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, officer, trustee or other private person of the corporation, 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 corporation's purposes set forth in Article FOURTH hereof. The corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. 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. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent Federal Tax laws; or

(b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 or the corresponding provision of any subsequent Federal tax laws.

SIXTH: The corporation shall distribute its income for such taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

SEVENTH: The corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

EIGHTH: The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

NINTH: The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

TENTH: The corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ELEVENTH: Upon the dissolution of the corporation, the Board of Directors or Trustees shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all assets of the corporation exclusively to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future Federal Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas or its equivalent 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 said Court shall determine, which are organized and operated exclusively for such purposes.

TWELFTH: The business of the corporation shall be conducted by the Board of Directors. The initial Board of Directors shall consist of the twelve (12) persons named below:

<u>NAME</u>	<u>ADDRESS</u>
Julia Banks	Department of Health and Welfare, P. O. Box 1709, Idaho Falls, Idaho 83403-1709
Robert Boozer	1524 Westland Avenue, Idaho Falls, Idaho 83402
Christine Boozer	1524 Westland Avenue, Idaho Falls, Idaho 83402
Theresa Elbrock	425 N. W. Bonneville Drive, Idaho Falls, Idaho 83401
Tim Fowler	Box 43, Ririe, Idaho
Donna Hampton	E.I.R.M.C., P. O. Box 2077, Idaho Falls, Idaho 83403
Pat Day Hartwell	405 Amy Lane, Idaho Falls, Idaho 83401
Linda Hicks	2330 Calkins Avenue, Idaho Falls, Idaho 83402
Nancy Lopez	Lariat Circle, Idaho Falls, Idaho 83401
Stu Lund	1495 Ponderosa, Idaho Falls, Idaho 83401
Lee Smith	2255 Westcliff Drive, Idaho Falls, Idaho 83402
Jo Williams	2229 Dickson Circle E., Idaho Falls, Idaho 83402

The Board of Directors shall direct the affairs of this corporation and shall meet within five (5) days after the issuance of the Certificate of Incorporation by the Secretary of State for the purposes of electing officers and adopting Bylaws or Code of Regulations. Bylaws or Code of Regulations may be amended and officers elected as provided in the Bylaws or Code of Regulations.

The Board of Directors shall consist of not less than eleven (11) members or more than twenty-one (21) members, each serving a term of two years. The name and address of the incorporator of the corporation is listed below:

Christine Boozer, 1524 Westland Avenue, Idaho Falls, Idaho 83402

THIRTEENTH: Indemnification. Each director, trustee, officer, or employee or a former director, trustee, officer, or employee now or hereafter serving the corporation and each person who at the request of or on behalf of the corporation is now serving or hereafter serves as a director, trustee, officer, or employee, of any other corporation, whether for profit or not for profit, and their respective heirs, executors, and personal representatives, shall be indemnified by the corporation against expenses actually and necessarily incurred by such a person in connection with the defense of any action, suit or proceeding in which such person is made a party by reason of being or having been such a director or officer, except in relation to matters as to which such person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties; but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any Bylaw, agreement, vote of the members or otherwise.

Be it noted that on June 4, 1986, all Articles are amended in total and shall represent the Articles of Incorporation of HELP, Inc. The Amendment was approved by a unanimous vote of all those present at the June 4, 1986, Board of Directors' Meeting.

Sworn to this Seventeenth day of September, 1986, by the President of the Board of Directors, HELP, Inc.

IN WITNESS WHEREOF, the Incorporator has hereunto affixed her hand and seal the 11th day of October, 1986.

[Signature]
Lisa Ann Jones
Signature

My commission expires:

May 13, 1987

STATE OF Idaho)

COUNTY OF Bonnaville)

(SEAL)

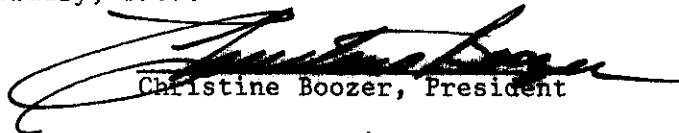
BE IT REMEMBERED that on this *[Signature]* day of October 1986, personally appeared before me, a Notary Public within and for the State and County aforesaid, Bonnaville, party to the foregoing Articles of Incorporation, known to me personally to be such, and acknowledged that said Articles of Incorporation are the act and deed of the signer and that the facts stated therein are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Lisa Ann Jones
(NOTARY PUBLIC)

Amended and Restated
Articles of Incorporation
for HELP, Inc.

The attached Amended and Restated Articles of Incorporation for HELP, Inc. were adopted by majority vote of the members/directors on June 4, 1986 and shall represent the Articles of Incorporation of HELP, Inc. The members and directors of the corporation are one and the same. The foregoing Amendments and Restatement are attested to and verified by Christine Boozer as President of the corporation and Linda Hicks as Secretary of the corporation this 20th day of February, 1987.

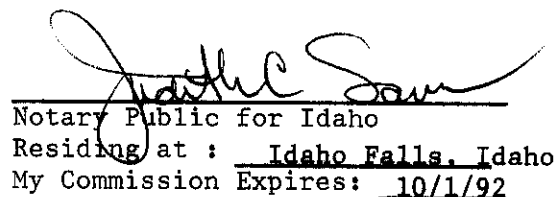

Christine Boozer, President


Linda Hicks, Secretary

STATE OF IDAHO)
) ss
County of Bonneville)

I, JUDITH C. SAVIN a notary public, do hereby certify that on this 20th day of February, 1987, personally appeared before me CHRISTINE BOOZER, who, being by me first duly sworn, declared that she in the President of HELP, Inc. and that she signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(Notarial Seal)


Notary Public for Idaho
Residing at : Idaho Falls, Idaho
My Commission Expires: 10/1/92