

# State of Idaho

## Department of State

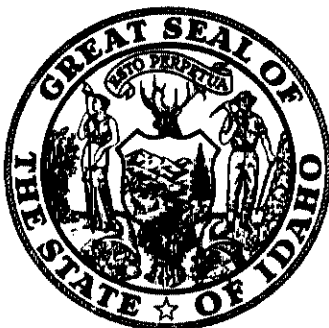
### CERTIFICATE OF INCORPORATION OF

AIDS RESOURCE SERVICES, 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 AIDS RESOURCE SERVICES, 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: February 19, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Valerie Taylor*

ARTICLES OF INCORPORATION

of

AIDS RESOURCE SERVICES, INC.

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The undersigned, acting as incorporator under the Idaho Nonprofit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the corporation is AIDS RESOURCE SERVICES, INC.

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ARTICLE TWO

NONPROFIT CORPORATION

The corporation is a nonprofit corporation.

ARTICLE THREE

DURATION

The duration of the corporation shall be perpetual.

ARTICLE FOUR

PURPOSES AND POWERS

The purposes of the corporation and its powers are the following:

1. To have specifically, and exclusively, an educational, charitable and literary purpose for all its activities, and to have no purpose nor engage in any activity which would not be educational, charitable or literary within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954. More specifically, the corporation shall provide services to assist persons living with AIDS and AIDS related illnesses.

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including but not necessarily limited to transportation, errand running, friendship calls, support relief for family and primary care givers and meal service.

2. All of the properties and assets of this corporation shall be, and are, irrevocably dedicated to educational, charitable and literary purposes and no part of the monies, properties or assets of this corporation upon dissolution or otherwise, shall inure to the benefit of any private person or individual or any stockholders of the corporation, except as such stockholder may be a corporation organized and operated exclusively for educational, charitable, or literary purposes, and which is exempt from taxation, and particularly the federal income tax. No substantial part of the activities of the organization 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 provisions of these articles, the organization shall not carry on any other activities not permitted by an organization exempt from Federal Income Tax under 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 an organization, 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).

3. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of 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 organized and operated exclusively for charitable, education or literary purposes and which

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 provision of any future United States Internal Revenue Law), as the Board of Directors shall determine; provided, however, and subject to the above limitations, if any of such assets have been acquired under a federal grant or contract, their disposition shall be made in accordance with the appropriate instructions of the governmental official 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 said court shall determine, which are organized and operated exclusively for such purposes.

4. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act.

## ARTICLE FIVE

### MEMBERSHIP

The corporation is organized without capital stock, and the rights and interests of all its members shall be equal. The qualifications for membership shall be as provided in the Bylaws.

## ARTICLE SIX

### LOCATION

The location and address of the initial registered office of the corporation is 1860 Dove Drive, Idaho Falls, ID 83406, and the name of its initial registered agent at such address is Lela Wobig.

## ARTICLE SEVEN

### INCORPORATORS

The name and address of each incorporator is:

Lela Wobig	1860 Dove Drive Idaho Falls, ID 83406
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## ARTICLE EIGHT

### BOARD OF DIRECTORS

The board of directors of the corporation shall consist of no fewer than three (3) members. A change in the number of directors shall be made only by amendment of these Articles. The number of directors constituting the initial board of directors shall be one (1), and the name and address of the person who is to serve as director until the first annual election of directors or until her successors are elected and shall qualify are:

Lela Wobig	1860 Dove Drive Idaho Falls, ID 83406
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## ARTICLE NINE

### ELECTION OF BOARD OF DIRECTORS

The directors shall be elected at the annual meeting of the members of the corporation for terms of one (1) year and they shall hold office until their successors are duly elected and qualified.

IN WITNESS WHEREOF, I have hereunto set my hand and  
seals this 21<sup>st</sup> day of December, 1992.

Lela Wobig  
Lela Wobig

STATE OF IDAHO

County of Bonneville

)  
) ss  
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On this 21<sup>st</sup> day of December, 1992, before me,  
Karen Hobbins, a Notary Public in and for said State,  
personally appeared Lela Wobig known or identified to me to be  
the person whose name is subscribed to the within instrument, and  
acknowledged to me that she executed the same.

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

Karen W. Hobbins  
Notary Public for Idaho  
Residing at: Idaho Falls  
My Commission Expires: 1-19-93

(SEAL)