



CERTIFICATE OF INCORPORATION  
OF

SUNRISE ADOLESCENT HOME, 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 SUNRISE ADOLESCENT HOME, 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 2, 1992

PETE T. CENARRUSA

by Valerie Taylor

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SEC. OF STATE  
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**ARTICLES OF INCORPORATION**

**OF**

**SUNRISE ADOLESCENT HOME, INC.**

KNOW ALL MEN BY THESE PRESENTS, That we the undersigned, being citizens of the United States of America and of lawful age, acting as incorporator pursuant to the Idaho Non-profit Corporation Act, I.C. 30-301 et seq., have today voluntarily associated ourselves for the purpose of forming a non-profit corporation, and we hereby adopt the following Articles of Incorporation.

**ARTICLE I.**

**Name.**

The name of the corporation is:

Sunrise Adolescent Home, INC.

**ARTICLE II.**

**Purposes.**

The purpose for which this Corporation is Formed are as follows:

1. To specifically, and exclusively, have a scientific, educational and charitable purpose of all its activities and to have no purpose or engage in any activity which would not be scientific, educational or charitable within the meaning of Section 51 (c)(3) of the Internal Revenue Code of 1986 or by a corporation to which contributions are deductible within the meaning of Section 170 (c)(2) of the Internal Revenue Code of 1986 or as these laws may be amended in the future;

2. To develop, operate, manage and administer a facility to deal with the immediate needs of runaway youths and other status

offenders outside of law enforcement structures and the juvenile justice system;

3. To provide emergency, short term shelter care, counseling services and after-care services to assist runaway youths and other status offenders to address both the immediate and long term problems precipitated by the act of running away or other status acts;

4. To alleviate immediate problems of runaway youths and other status offenders by working towards reuniting the youths with their families and encouraging resolution of interfamily problems, strengthening family relationships, encouraging stable living conditions for youths and to help youths decide upon a positive future course of action;

5. To provide temporary shelter facilities for adolescents, male and female, who are at risk and/or have been the victims of physical, sexual, and/or psychological abuse at their regular place of residence, until such time as state, county or local officials are able to determine and arrange long term program assistance for such adolescents;

6. To work in conjunction with other community, state and federal agencies providing temporary residential care, counseling and referral services, including the Idaho Department of Health and Welfare and other private and religious organizations providing similar and complementary service to youths;

7. To increase the number of youths who can be successfully returned to homes by providing immediate placement facilities for the youths to allow a "cooling off" period during which counselors,

social workers, and probation officers can adequately investigate the nature of any problem and implement individual plans for rehabilitation, guidance and continued evaluation.

### ARTICLE III.

#### Powers

The transaction of any and all lawful business for which corporations may be incorporated under the Idaho Non-profit Corporation Act. This includes but is not limited to the following: to provide services and programs to or for the benefit of low income persons; to receive donations and contributions from any person, firm, corporation, government agency, or other source to carry out the purpose of this corporation; to apply for and receive grants and other assistance from any agency of state and federal government; to acquire a title and hold title to such real and personal property as may be necessary or desirable to carry out its purpose and to manage and operate any real or personal property given and devised to or acquired by the corporation; to sell, convey, dispose of, or exchange both real or personal property and to do any and all things convenient and incidental to the purpose of the corporation; to borrow money and execute such evidence of indebtedness and such contracts, agreements, mortgages, deeds, leases, assignments, conveyances, security agreements or other instruments as may be necessary; and generally to have and to exercise any and all such powers as are by law conferred upon such corporations of like character, and in carrying out the purpose of the corporation to do any and all things and exercise any and all power not prohibited by law, but not for pecuniary profit.

**ARTICLE IV.**

**Non-profit Status.**

The Corporation is a non-profit corporation.

The Corporation shall have no stock, its object and purpose being solely of a benevolent character, and not for individual pecuniary gain or profit to its members. It is organized solely for non-profit purposes, and no part of any or the net earnings there of shall inure to the benefit of any member or other individual.

**ARTICLE V.**

**Period of Duration.**

The period of duration of the Corporation is perpetual.

**ARTICLE VI.**

**Initial Registered Office.**

The principal office of this corporation for transaction of business is to be located in the City and County of Twin Falls, Idaho. Boyd Stokes is the initial registered agent located at 738 Locust, Twin Falls, Idaho 83301.

**ARTICLE VII.**

**Membership; property rights.**

The initial Board of Directors of the Corporation shall consist of the Incorporators whose names are subscribed to these Articles of Incorporation. Those members of the initial Board of Directors are empowered to appoint the first Board of Directors of this Corporation. Thereafter, pursuant to I.C. 30-314(f), the existing directors will elect seccessor directors. The interests of each member of the Board of Directors are equal, and the members shall have no property rights in the Corporation.

**ARTICLE VIII.**

**Board of Directors.**

The affairs of the Corporation shall be managed by a Board of Directors. The number of members of the Board of Directors shall be fixed by the Board and may be changed by them provided, however, that there shall be not less than three (3) nor more than fifteen (15) voting members of the Board of Directors, exclusive of any non-voting members of any advisory board appointed by the Board of Directors in accordance with the Bylaws. Subject to these limitations, the number of Directors shall be fixed by the By-Laws. Directors shall be elected or appointed in the manner and for the terms specified in the By-Laws. The initial Board of Directors will serve for one year from the date of incorporation and shall consist of:

Dale Robertson - 504 Lynwood Blvd., Twin Falls, Idaho 83301  
Stacy Ortlep - 1322 Washington St. N., Twin Falls, Idaho 83301  
Boyd Stokes - 738 Locust, Twin Falls, Idaho 83301  
Linda Stokes - 738 Locust, Twin Falls, Idaho 83301

**Officers.**

The officers of the Corporation shall be president, vice president, secretary, and treasurer, who shall be elected annually by the Board of Directors. All officers shall serve for one (1) year or until their successors are elected. The Board of Directors shall have the power to fill vacancies in the offices at any time. An officer so elected to fill such a vacancy shall serve until the next annual meeting of the Board of Directors or until a successor is elected.

## **ARTICLE IX.**

### **Bylaws.**

The Board of Directors shall have the power to adopt Bylaws regulating the affairs and prescribing the duties of the officers and directors of the Corporation, which Bylaws shall not be inconsistent with these Articles.

## **ARTICLE X.**

### **No Discrimination.**

The Corporation shall not descriminate against any person on the basis of race, age, gender, ethnicity, religion, creed, national origin, handicap or disability.

## **ARTICLE XI.**

### **Dissolution.**

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 the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizatiton(s) organized and operated exclusively for charitable, educational or scientific purposes and which shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions 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 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 purposes or to such organization(s) as said court shall determine, which are organized and operated exclusively for such purposes

#### **ARTICLE XII.**

##### **Amendments.**

The Articles may be amended upon a majority vote of the members present and voting at any meeting of the Corporation providing that a copy of the proposed amendment shall have been mailed to each member of the Corporation at least thirty (30) days before the date of the meeting at which the proposed amendment is to be acted upon.

#### **ARTICLE XIII.**

##### **Director Liability.**

The private property of the directors of the corporation shall not be subjected to the payment of corporate debts and no director shall become individually or personally liable for any debts or liabilities of the corporation.

Any person (and the heirs, executors and administrators of such person) made or threatened to be made 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 reasonable expenses, including attorney fees, incurred in connection with the defense or

settlement of such action, suit or proceeding, except in relation to matters as to which it shall be determined in such action, suit or proceeding that the director is liable for misconduct, as defined by Idaho Code 6-1601 et seq., or as defined in I.C.30-322.

**ARTICLE XIV.**

**Incorporators.**

The names and addresses of the incorporators are:

NAME	ADDRESS
Dale Robertson	504 Lynwood Blvd. Twin Falls, Idaho 83301
Stacy Ortlep	1322 Washington St. N. Twin Falls, Idaho 83301
Boyd Stokes	738 Locust Twin Falls, Idaho 83301
Michael Jensen	337 Blue Lakes Blvd., Twin Falls, Idaho 83301
Linda Stokes	738 Locust Twin Falls, Idaho 83301

IN WITNESS WHEREOF, the parties here to have hereunto set their hands on the date set forth below:

STATE OF IDAHO

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)SS

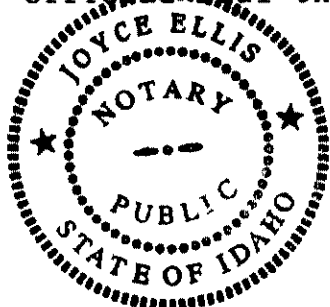
County of Twin Falls

On this 17<sup>th</sup> day of November 1992, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared:

<u>Dale Robertson</u>	Dale Robertson
<u>Stacy Ortlep</u>	Stacy Ortlep
<u>Boyd Stokes</u>	Boyd Stokes
<u>Michael Jensen</u>	Michael Jensen
<u>Linda Stokes</u>	Linda Stokes

known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledge to me that they execute the same.

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



Joyce Ellis  
NOTARY PUBLIC FOR IDAHO  
Residing at: Buhl, Id.  
Commission exp: 2-16-94