

FILED EFFECTIVE

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
STATE OF IDAHO

OF
FAMILY HELP 411, INC.

The undersigned statutory incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation is FAMILY HELP 411, INC.

ARTICLE 2

PURPOSE

The purpose of the corporation is to supplement the services performed by Family Solutions Network, Inc.; specifically, providing services and information to the families of at-risk teenage youth. The further purpose of the corporation is the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper or convenient for or incidental to the furtherance or the carrying out of the power or purposes mentioned above.

IDAHO SECRETARY OF STATE
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The corporation may purchase, own, hold, lease, sell, or acquire an interest in real property.

The corporation may enter contracts of any kind for the performance of any act customarily performed or done by a legal entity in the State of Idaho.

The corporation may conduct business and otherwise carry out its purposes and exercise its powers in any state, territory, district or possession of the United States, or any foreign country, to the extent that these purposes and powers are not forbidden by the law of the state, territory, district or possession of the United States, or by the foreign country, and it may limit the purpose or powers that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district or possession of the United States, or any foreign country.

ARTICLE 3

DURATION

The period of duration of the corporation is perpetual.

ARTICLE 4

REGISTERED OFFICE AND AGENT

The address of the corporation's initial Registered Office is 452 East Sunnyside Road, Sandpoint, Bonner County, State of Idaho, 83864.

The name of the corporation's initial Registered Agent at the address of the Registered Office is Mr. Kim R. Pearson.

ARTICLE 5

AUTHORIZED SHARES

The aggregate number of shares the corporation shall have authority to issue is five million (5,000,000) shares of common stock without par value, the same to be of one class.

The holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, solely out of unreserved and unrestricted earned surplus, dividends payable either in cash, in property, or in shares of the common stock.

No dividends shall be paid on the common stock in any medium under any of the following circumstances: (1) if the source out of which it is proposed to pay the dividend is due to or arises from unrealized appreciation in value or from a revaluation of assets; or (2) if the corporation is, or is thereby rendered incapable of paying its debts as they become due in the course of its business.

The private property of the shareholders of the corporation shall not be subject to the payment of the corporation's debts to any extent whatsoever, and shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

At each election for the Board of Directors, every holder of common stock shall have the right to vote, in person or by proxy, the number of shares registered in his/her name for as many persons as there are directors to be elected and for whose election he/she has the right to vote, or to cumulate his/her votes by giving one candidate as many votes as the number of such directors multiplied by the number of his/her shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

Shares may be issued for any consideration authorized by law. The determination of the Board of Directors as to the adequacy of consideration shall be conclusive as to whether or not the shares are validly issued, fully paid, and non-accessible.

ARTICLE 6

BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation shall not exceed three (3). The name and address of the person who is to serve as director until his successors are elected at the organizational meeting of the shareholders is:

Name

Address

Mr. Kim R. Pearson 452 East Sunnyside Road, Sandpoint, Idaho 83864

ARTICLE 7

INCORPORATORS

The name and address of the initial, statutory incorporator is:

<u>Name</u>	<u>Address</u>
Mr. Kim R. Pearson	452 East Sunnyside Road, Sandpoint, Idaho 83864

ARTICLE 8

RESTRICTIONS ON STOCK TRANSFER

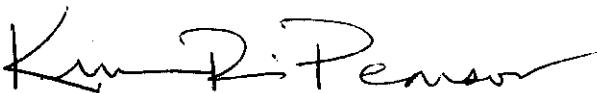
No shareholder shall pledge, mortgage, sell, or transfer any common stock unless it shall first be offered to the corporation, and second, unless it shall be offered to the remaining shareholders (after offering the same to the corporation without effectuating such transfer), in the same proportion as their respective stock interests, at a price no greater than a bonafide offer by any third person. The registered holders of the shares of common stock shall have only a preemptive right as set forth in this Article to purchase such respective shares at equitable prices, terms, and conditions as shall be fixed by the Board of Directors. Such preemptive right shall apply to all shares issued after the first issue of one million (1,000,000) shares, whether the additional shares constitute a part of the shares presently or subsequently authorized or constitute shares in the treasury of the corporation.

ARTICLE 9

REGULATION OF INTERNAL AFFAIRS

The initial by-laws shall be adopted by the board of directors at the organizational meeting of the shareholders. The power to alter, amend, or repeal the by-laws or to adopt new by-laws shall be vested in the board of directors. The by-laws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with the corporate laws of the State of Idaho or these articles of incorporation.

EXECUTED in duplicate on the 27th day of May 2004.



Kim R. Pearson
Statutory Incorporator