

State of Idaho

Department of State

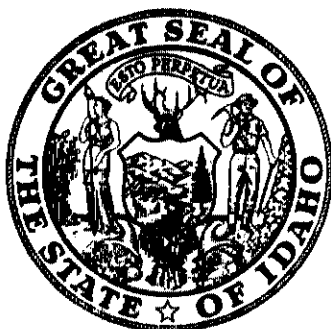
CERTIFICATE OF INCORPORATION OF

EASTERN IDAHO CENTER FOR INDEPENDENCE, 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 EASTERN IDAHO CENTER FOR INDEPENDENCE, 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: April 8, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Aka Sipe*

Articles of Incorporation

of

EASTERN IDAHO CENTER FOR INDEPENDENCE, INC.

A Non-Profit Cooperative Association

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SEC. OF STATE

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Know all Men by These Presents:

That we, the undersigned, all of whom are of legal age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a non-profit cooperative Association under and pursuant to Chapter 10, title 30 of the Idaho Code, and we do hereby certify:

Article I

The name of the corporation shall be EASTERN IDAHO CENTER FOR INDEPENDENCE, INC.

Article II

The purposes for which this corporation is formed are:

1. To cooperate with the various and several organizations providing educational, health and welfare services such as, but not restricted to; mental health associations, mental retardation associations, day care centers, school districts, churches, city, county, state and federal education, health and welfare agencies, and any other agency dealing with educational, health or welfare services.

2. To assist and aid the handicapped, the disabled and the disadvantaged to attain the fullest development of which they are capable, through the skillful use of recognized techniques of rehabilitation, social work, life guidance, evaluation, and useful employment.

IDAHO SECRETARY OF STATE
CORP 10 25.00= 25.00
CK #: 6847 CUST# 19273

3. For the accomplishment of the aforementioned purposes, the corporation may:

(a) Receive monies, equipment, property, or labor from any source including but not limited to private sources, governmental sources, or whatever, and purchase, convey, mortgage and lease all kinds of real and personal property or otherwise use the funds.

(b) Borrow money and draw, make, accept, endorse, assign, guarantee, execute and issue notes, checks, drafts, bonds, debentures, negotiable instruments and other instruments for the payment of money and mortgage or pledge its property to secure such obligations.

(c) Loan money and accept notes, checks, drafts, bonds, debentures, negotiable instruments and other instruments for the payment of money and receive mortgages or pledges of property to secure such obligations accepted.

4. To enter into any and all agreements which may be necessary, essential, convenient, or proper for the accomplishment of any and all of the objects above mentioned, or incident to the powers herein named, or which shall have at any time appeared to be conducive or expedient or beneficial to the corporation, and to powers conferred upon non-profit cooperative associations and corporations under the statutes of the State of Idaho as now constituted and as may be provided by future amendments thereto.

5. To exercise and perform all of the above described powers both within and without the State of Idaho.

6. To provide elderly persons and handicapped persons with services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a nonprofit basis.

7. To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of agreements and such instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing. Such Agreements and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as the Corporation's property is held by the receiving agency.

Article IV

This corporation is organized exclusively for charitable, educational and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt 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).

Article V

The initial registered agent of said corporation shall be Terry Hawley. His address shall be 280 Cedar Street, Blackfoot, County of Bingham, State of Idaho. The principle place of business, initial registered office and location and post office address of the registered office of said corporation shall also be 280 Cedar Street, P.O. Box 388, Blackfoot, County of Bingham, State of Idaho.

Article VI

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustee, officers, or other private persons, 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 purposes set forth in Article III and IV hereof. 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 provision of any future United States Internal Revenue Law) 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 future United States Internal Revenue Law).

Article VII

1. Upon the dissolution of the corporation, the board of trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational 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 provision of any future United States Internal Revenue law), as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the State Judicial District of the county in which the principal office of the corporation is then located, exclusively for such purposes of to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

2. In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of the Corporation.

Article VIII

The rights and interests of all members of this corporation shall be equal and no members shall have or acquire a greater interest than any other member. This corporation shall not issue any capital stock, but shall issue membership certificates to each member thereof, which certificates cannot be assigned so that the transferee thereof can be such transfer become a member of the association, except by a resolution of the board of directors and under such regulations as the by-laws of this corporation may prescribe.

Article IX

The number of directors of this corporation shall be not less than three nor more than nine and within said limits the number of directors shall be established by the corporation by-laws.

Article X

These articles may be amended at a meeting of the members duly called upon notice of the specific purpose by the vote of the majority of the members of the corporation. Any amendment which might be adopted at a meeting of the members as provided herein may be adopted without such meeting being held if written consent to the amendment has been given by all members entitled to vote thereon as provided in this section.

Article XI

1. The by-laws of this corporation may be altered, amended, or new by-laws adopted at any regular meeting or at any special meeting of the members thereof, called for that purposes, by the affirmative vote of two-thirds of the members present at such meeting; provided, that a quorum as specified in the by-laws is present.

2. By-laws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles pursuant to Article II hereof.

Article XII

The names and post office addresses of the incorporators and Corporation Board of Directors are as follows:

NAME	ADDRESS
Ms. Rayola Neff	140 W. 100 N. Blackfoot, ID 83221
Ms. Mary Yordy	431 Alexander Blackfoot, ID 83221
Mr. Evan Morgan Jr.	2090 Highland Blackfoot, ID 83221

IN WITNESS WHEREOF, we have hereunto set our hands and seals to these Articles this 4th day of April 1994.

Rayola Neff
RAYOLA NEFF (Vote - YES)

K. Mary Yordy
MARY YORDY (Vote - YES)

Evan E. Morgan Jr.
EVAN MORGAN JR. (Vote - yes.)

STATE OF IDAHO)
) ss.
County of Bingham)

On this 4 day of April 1994, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Rayola Neff, K. Mary Yordy and Evan E. Morgan Jr. known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

Glenn Lee Scott
Notary Public
Residing at Blackfoot, Idaho Commission Expires 3-19-96