

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

IDAHO CITIZENS FOR WELLNESS, 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 IDAHO CITIZENS FOR WELLNESS, 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: June 1, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By *Jamie Chadwick*

ARTICLES OF INCORPORATION
of
IDAHO CITIZENS FOR WELLNESS, INC.
JUN 1 10 46 AM '92
SECRETARY OF STATE

Know All Men and Women By These Presents:

WE the undersigned natural persons of the age of eighteen (18) years or more, acting as incorporators for the purpose of creating a Nonprofit Corporation under the laws of the State of Idaho, do hereby sign, verify, and deliver in duplicate to the Secretary of State of Idaho these Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be Idaho Citizens for Wellness, Inc.

ARTICLE II: NONPROFIT

This corporation is formed for purposes for which a corporation may be formed under the Idaho Nonprofit Corporation Act (Idaho Code Title 30-301 et.seq.)

Said corporation is organized exclusively for social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, this corporation shall not engage in any activities or exercise any powers that are not furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue code, or corresponding section of any future tax code.

ARTICLE III: PERIOD OF DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE IV: PURPOSE

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Idaho Nonprofit Corporation Act (Idaho Code Title 30-301 et. seq.) for educational, scientific and charitable purposes, and is formed specifically and primarily to further the common good and general welfare of the citizens of Idaho.

ARTICLE V: MEMBERSHIP

The corporation is to have members. The members shall elect the initial board of directors, who shall be responsible for the management of the affairs of the corporation, and those directors may elect successor directors in the manner provided in the bylaws.

ARTICLE VI: LIMITATIONS

A. No part of the income or net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, or officer of the corporation or any other private individual except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the corporation by any officer, director, agent, or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors: and provided further that no member director or officer of the corporation, or any other private individual shall be entitled to share in any distribution of any of the assets of the corporation on dissolution of the corporation or otherwise. Nothing stated shall be deemed to prevent the corporation from making payments or distributions, in furtherance of the purposes set forth in Article IV hereof.

B. No part of the assets of the corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual.

C. Upon dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for social welfare purposes, which has established its tax-exempt status under section 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code, or any other method of dissolution permissible for the dissolution under section 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code.

D. Notwithstanding any other provision hereof, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is exempt from taxation under the provisions of section 501(c)(4) of the Internal Revenue Code of 1954, as amended from time to time.

ARTICLE VII: REGISTERED OFFICE AND AGENT

The initial registered office of the corporation shall be at 1310 Vista, #27, Boise, Idaho, 83705, and the named initial registered agent at such address is Barbara Jane Riggs. Either the registered office or the registered agent may be changed in the manner provided by law.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The initial board of directors of the corporation shall consist of three (3) directors, and the name and address of the persons who shall serve as directors until their successors are elected or appointed are as follows:

NAME:	ADDRESS:
Heather Rae Caillet-Bois	617 W. Lexington, Glendale, CA 91203
G. Michael Johnson	1019 E. Washington, Boise, ID 83712
Barbara Jane Riggs	964 W. State Street, Eagle, ID 83616

Thereafter, directors shall be elected or appointed in the manner and for the terms provided in the bylaws.

ARTICLE IX: INCORPORATION

The names and addresses of the Incorporators are as follows:

NAME:

ADDRESS:

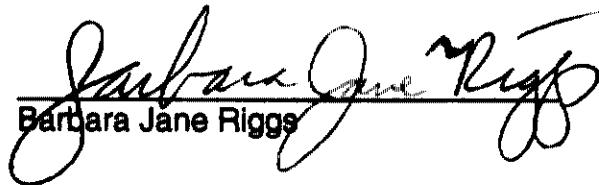
Barbara Jane Riggs

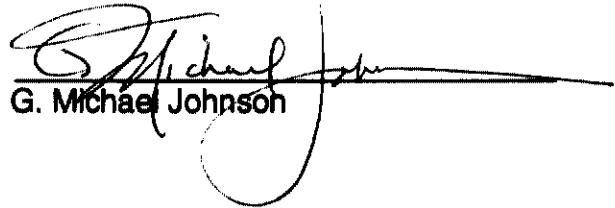
964 West State Street, Eagle, Idaho 83616

G. Michael Johnson

1019 E. Washington, Boise, Idaho 83712

IN WITNESS WHEREOF, the above named incorporators signed these Articles of Incorporation on June 1, 1992.


Barbara Jane Riggs


G. Michael Johnson

STATE OF IDAHO)

COUNTY OF ADA)

ss.

On this 1st day of June, 1992,

before me, Sharon Dollinger

personally appeared Barbara Jane Riggs

G. Michael Johnson

known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they 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.



Notary Public, residing at Boise, ID.

My commission expires 7/8/97