

State of Idaho

Department of State

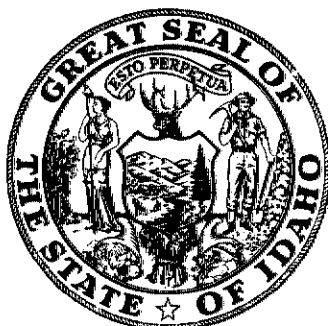
CERTIFICATE OF INCORPORATION OF

ELK MOUNTAIN ACADEMY, INC.
File number C 109895

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 ELK MOUNTAIN ACADEMY, 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: March 22, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Reeves*

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ARTICLES OF INCORPORATION
OF
ELK MOUNTAIN ACADEMY, INC.
An Idaho nonprofit corporation

IDaho SECRETARY OF STATE
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The following Articles of Incorporation are hereby submitted and certified pursuant to Section 30-329 of the Idaho Nonprofit Corporation Act:

FIRST

The name of the corporation is Elk Mountain Academy, Inc.

SECOND

The corporation is a nonprofit corporation.

THIRD

The period of duration of the corporation is perpetual.

FOURTH

The purpose for which the corporation is organized is to establish a school, to provide a residential facility in which children at risk can be provided with a safe, drug free environment and to engage in all related activities.

FIFTH

The corporation shall have members, under membership requirements as set forth in the corporation's bylaws.

SIXTH

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Fourth 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 distributing 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SEVENTH

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purpose within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

EIGHTH

The street address of the corporation's initial registered office shall be 210 4th Street, Clark Fork, Idaho 83811. The initial registered agent of the corporation shall be Avalon McElhaney, at such street address.

NINTH

The names and addresses of the directors constituting the initial Board of Directors of the corporation are as follows:

1. Michael Kaye
1590 Sunnyvale Ave. #33
Walnut Creek, CA 94596
2. Lori Lara
112 Strentzel Lane
Martinez, CA 94533
3. Andrea Mello
5070 Cordoy Lane
San Jose, CA 95124

TENTH

The name and street address of the incorporator for this corporation is Loretta Olding, PO Box 411, Clark Fork, Idaho 83811.

Dated this 10th day of THE January, 1995.


Loretta Olding