

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
PREVENTION ASSOCIATES OF CALDWELL, INC.**

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

ARTICLE I. NAME

The name of the Corporation is PREVENTION ASSOCIATES OF CALDWELL, INC.

ARTICLE II. NONPROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The location of this Corporation is in the City of Caldwell, County of Canyon, State of Idaho. The address of the initial registered office is 15495 Orchard Ave., Caldwell, Idaho, 83607, and the name of the initial registered agent at this address is Jeri Gowen.

ARTICLE V. PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

A. Educating, serving, and providing counseling for youth and adolescents, with a focus on substance abuse and violence prevention through best practice prevention programs.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

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ARTICLE VI. LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 V 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 by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII. NO MEMBERS

The Corporation shall not have any members.

ARTICLE VIII. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, with a minimum of three Directors. Each Director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and addresses of the initial Board of Directors are:

Jerilyn Gowen	15495 Orchard Avenue, Caldwell, ID 83607
Joseph Palmer	16599 Old Friendship Way, Caldwell, ID 83607
Joy Husmann	3402 Franklin Road, Caldwell, ID 83605
Celia Asumendi	16960 Goodson Road, Caldwell, ID 83607
Kelly Reinier	18180 Spicebush Ave., Nampa, ID 83687
Mary Ann Vande Brake	3520 Wheeler Circle, Nampa, ID 83686
Debi Jensen	17020 Homedale Road, Caldwell, ID 83607

ARTICLE IX. DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the

Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed 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 organizations, as such court shall determine to be consistent with the purposes of the Corporation.

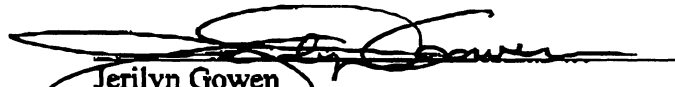
ARTICLE XI. INCORPORATOR

The name and street address of the incorporator is Jerilyn Gowen, 15495 Orchard Avenue, Caldwell, ID 83607.

ARTICLE XII. BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 12th day of March, 2014.


Jerilyn Gowen
"Incorporator"

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