

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
WILD OATS EDUCATION, INC.**

IDAHO SECRETARY OF STATE
11/19/2002 05:00
CR: 566 CT: 165889 BN: 646762
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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 WILD OATS EDUCATION, INC.

ARTICLE 2

PURPOSE

The purpose of the corporation is to serve as the business entity for the operation of the Pathways residential care facility program for boys. The Pathways program will provide an opportunity for young men to complete their high school academic work while eliminating the pressures of their former environment. The appropriate clientele for the Pathways program will be young men from 12-17 years of age who have issues with substance abuse, addiction problems, anger, depression, grief, loss, or transitional

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needs. The Pathways program can include personal counseling, small group therapy, anger management, off-campus and on-campus 12-step meetings, equine therapy and management, art therapy, community involvement, nutritional education, vocational opportunities, off-campus outings, and structured recreational activities. 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 herein.

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

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WILD OATS EDUCATION, INC.

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 in the State of Idaho is 452 East Sunnyside Road, Sandpoint, County of Bonner, 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

CAPITAL STOCK

The corporation shall have the authority to issue up to but no more than fifty thousand (50,000) shares. All shares shall be of the same class,

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that is, each outstanding share shall have both the power to vote and the power to receive the net assets of the corporation upon dissolution.

The corporation's board of directors may authorize shares to be issued for consideration consisting of any tangible or intangible property, including cash and services actually performed; provided that, prior to issuance, the board shall have determined that, (a) the consideration received or to be received for shares to be issued is adequate, and (b) the consideration has actually been received.

Shares issued after receipt of the agreed consideration shall be fully paid and nonassessable. The board's determination as to adequacy of consideration shall be conclusive as to whether the shares are validly issued, fully paid, and nonassessable.

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 successors are elected at the organizational meeting of the shareholders is:

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WILD OATS EDUCATION, INC.

Name

Address

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

ARTICLE 7

INCORPORATORS

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

Name

Address

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

ARTICLE 8

RESTRICTIONS ON STOCK TRANSFER

No shareholder shall pledge, mortgage, sell, or otherwise transfer all or any portion of his or her capital stock unless it shall first be offered to the corporation, and second, unless it shall be offered to the remaining shareholders in the same proportion as their respective stock interests, at a price no greater than a bonafide offer by any third person.

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 8th day of November 2002.

A handwritten signature in cursive script, appearing to read "Ken R. Pensor", written over a horizontal line.

Statutory Incorporator