

CERTIFICATE OF INCORPORATION  
OF

WE CARE, INC.

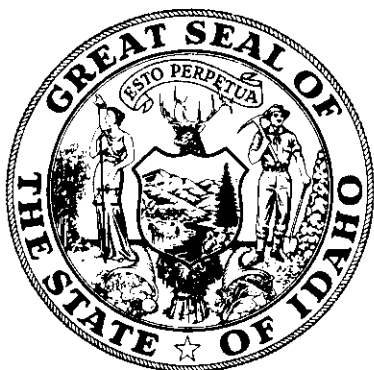
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

WE CARE, 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 6 \_\_\_\_\_, 19 81 \_\_\_\_\_.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF

MAR 6 8 31 AM '81  
SECRETARY OF STATE

WE CARE, INC.

We, the undersigned natural persons of the age of twenty-one years or more, all of whom are citizens of the United States, desiring to form a non-profit corporation hereinafter referred to as the "Corporation" pursuant to the provisions of Title 30, Chapter 3 of the Idaho Code, known as the "Idaho Non-Profit Corporation Act", do hereby adopt the following Articles of Incorporation.

ARTICLE I.

NAME

The name of the Corporation shall be WE CARE, INC.

ARTICLE II.

DURATION

The Corporation is to have a perpetual existence.

ARTICLE III.

PURPOSE

Section 1. The Purpose for which this corporation is organized is to engage in any lawful activity with the purpose for which corporations may be organized under Title 30, Chapter 3 of the Idaho Code. Without limiting the generality of the proceeding sentence, it is expressly stated that the purpose for which the corporation is organized shall include:

1. To conduct schools, seminars and other business for the mutual benefit of the corporation members.
2. To promote, conduct and engage in community service projects and programs on behalf of the residents of Gooding, Idaho, and its surrounding areas.
3. To cooperate with governmental agencies and other community service groups in all programs for the benefit of the members of the corporation and the community at large.

Section 2. This corporation shall have all the powers specified in Chapter 3, Title 30 of the Idaho Code, and by any section of Chapter 1, Title 30, Idaho Code (Idaho Business Corporation Act) which are not inconsistent with the provisions of Chapter 3, Title 30, Idaho Code.

ARTICLE IV.

NON-PROFIT BUSINESS PURPOSE

The corporation shall be non-political and non-profit, and shall not engage in any business for pecuniary profit.

ARTICLE V.

ORGANIZATION

The corporation shall be organized without capitol stock, on a membership basis with one class of membership.

Voting rights shall be exercised by the members at any meetings of the corporation.

ARTICLE VI.

PRINCIPAL OFFICE-REGISTERED AGENT

The principal office of the corporation is located at Route #2, Gooding, Idaho, and the name of the registered agent at such office is Fay A. Benjamin.

ARTICLE VII.

INITIAL DIRECTORS

The initial directors of the corporation to serve until the first election of the directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sandy Sabala	Route #1, Gooding, Idaho
Ron Fager	620 14th Ave. West, Gooding, Id.
Fay Benjamin	Route #2 Gooding, Idaho
Sue Legarretta	313 Colorado, Gooding, Id.
Dorothy Schoessler	Route #2 Gooding, Idaho
Karen Arkoosh	Route #2, Gooding, Idaho

Henry J. Robinson	1345 California St., Gooding, Id.
Carl Bergstrom	634 Elm Circle, Gooding, Id.
Cindy Fager	620 14th Ave. West, Gooding, Id.
Cheryl Hoyt	Route #1 Box 240, Gooding, Id.
Robert L. Fisk	1017 Wyoming, Gooding, Id.
Sharon Howland	1410 Mt. View Dr., Gooding, Id.

The above directors shall serve until the first annual meeting of the corporation. All directors thereafter shall be elected in the manner and for the term prescribed in the corporation by-laws.

#### ARTICLE VIII.

##### LIQUIDATION AND DISSOLUTION

Upon dissolution, liquidation or winding up of the affairs of this corporation, any assets or sum remaining after payment of debts and other obligations shall be distributed to such non-profit organization or organizations that are exempt from the payment of income tax under the provisions of the United States Internal Revenue Code. Selection of such non-profit organization(s) shall be provided for in the by-laws.

#### ARTICLE IX.

##### AMENDMENTS

The corporation may amend these Articles or may dissolve in the manner provided by Chapter 1, Title 30, Idaho Code, (Idaho Business Corporation Act) at any time or as provided for in the by-laws.

#### ARTICLE X.

##### MEETINGS - BY-LAWS

Section 1. Meetings of the members of the corporation may be held at such place, within or without the State of Idaho, as may be provided in the by-laws. In the absence of any such provisions, all meetings shall be held at the registered office of the corporation.

Section 2. Meetings of the Board of Directors of the

Corporation, regular or special, may be held either within or without the State of Idaho.

Section 3. The initial code of by-laws of the Corporation shall be adopted by its directors. The power to alter, amend or repeal the Code of by-laws or to adopt a new Code of by-law shall be vested in the Board of Directors or otherwise provided in the by-laws. The Code of by-laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the act of these Articles of Incorporation.

#### ARTICLE XI.

##### DIRECTORS

Section 1. The initial Board of Directors shall consist of eight members who need not be residents of the State of Idaho.

Section 2. The number of directors shall be not less than six, nor more than twelve which number may be increased or decreased from time to time by amendment of the by-laws, but no decrease shall have the effect of shortening the terms of any incumbent director. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office and the directors so elected shall hold office until the next annual meeting of the members and until their successors are elected and qualified.

Section 3. The voting rights of a member in an election of a member or members of the Board of Directors shall be set out in the by-laws.

#### ARTICLE XII.

##### INCORPORATORS

The name and post office addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Henry J. Robinson	1345 California, Gooding, Id.
Ron Fager	620 14th Ave. West, Gooding, Id.
Fay Benjamin	Route #2, Gooding, Id.

Sue Legarretta

313 Colorado, Gooding, Id.

Karen Arkoosh

Rt. #2, Gooding, Id.

Sharon Howland

1410 Mt. View Dr., Gooding, Id.

IN WITNESS THEREOF, the Incorporation have hereunto set  
their hands this 27 day of February, 1981.

Henry J. Robinson

Ron Fager

Fay A. Benjamin

Sharon Howland

Sue Legarretta

Karen Arkoosh

STATE OF IDAHO       )  
                                  ) ss.  
County of Gooding )

On this 27 day of February, 1981, before me the undersigned  
a Notary Public for said State, personally appeared Henry J.  
Robinson, Ron Fager, Fay Benjamin, Sue Legarretta, Karen Arkoosh,  
and Sharon Howland, 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 first above written.

Sever S. Jensen Jr.  
Notary Public for Idaho  
residing at Gooding