

# State of Idaho

## Department of State

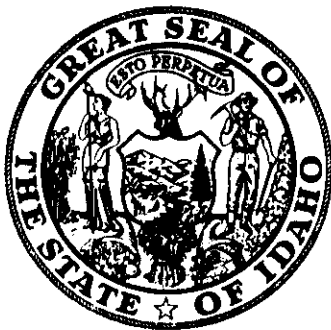
### CERTIFICATE OF INCORPORATION OF

### WE STAND UNITED, PERSONAL CARE PROVIDERS OF IDAHO INCORPORATED

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 STAND UNITED, PERSONAL CARE PROVIDERS OF IDAHO INCORPORATED 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 16, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION OF "WE STAND UNITED,  
PERSONAL CARE PROVIDERS OF IDAHO INCORPORATED".

ARTICLE 1. NAME.

The name of the Corporation is 'WE STAND UNITED, PERSONAL CARE PROVIDERS OF IDAHO INCORPORATED'.

ARTICLE 2. NON-PROFIT STATUS.

The Corporation is a non-profit corporation.

ARTICLE 3. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE 4. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is in the City of Boise, County of Ada, State of Idaho. The address of the initial registered office is 2201 S. Pacific st. , Boise Idaho 83705; and the name of the initial registered agent at this address is Edward C. Mechtel.

ARTICLE 5. PURPOSES.

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

1. Represent members regarding the rules and regulations of all Personal Care Providers.
2. Educate all members and share information.
3. Provide support and advocate for clients/providers.
4. 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).
5. 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 therefor, may not at that time lawfully carry on or do.

ARTICLE 6. 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 5 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

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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 7. MEMBERS.

The Corporation shall have members. The Corporation shall provide no evidence of membership. Special meetings may not be called by less than 1/10 (one tenth) of the voting members. Voting rights shall be apportioned by classes of membership, as described in the By-laws of the Corporation. Other than the above stated facts within this Article all members shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

#### ARTICLE 8. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than five (5) nor more than eleven (11) individuals, each of whom, at all times, shall be a member of the Corporation. The actual number of Directors shall be fixed by the By-laws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the members of the Corporation in the manner provided in the bylaws of the Corporation. The term for the Board of Directors shall be six (6) months of service, unless removed for just cause, or excused. Indemnification of directors and officers to extent permitted in Idaho Code 30-1-5 is mandatory. There shall be no limit of liability of directors to corporation or members for breach of fiduciary duty.

The names and street addresses of the persons constituting the initial Board of Directors are:

1. EDWARD C. MECHEL - 2201 S. PACIFIC - BOISE, ID. 83705
2. PATRICIA L. MECHEL - 2201 S. PACIFIC - BOISE, ID. 83705
3. ELAINE WINSTON - 9435 W. CASCADE - BOISE, ID. 83704
4. DENNIS BROOKS - 3716 PALOUSE ST. - BOISE, ID. 83705
5. CARL MADDOX - 10733 SENECA DR. - BOISE, ID. 83709

#### ARTICLE 9. MEMBERSHIP DUES.

Membership dues/assessments may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues/assessments. The Board of Directors is authorized to fix the amount of membership dues/assessments from time to time, and so make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

#### ARTICLE 10. 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 1966, 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 11. INCORPORATOR.

The name and street address of the incorporator is :

EDWARD C. MECHTEL - 2201 S. PACIFIC - BOISE, ID. 83705

ARTICLE 12. BY-LAWS.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the by-laws.

DATED THIS 16<sup>th</sup> DAY OF MARCH 199 3

Edward C Mechtel

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