

State of Idaho

Department of State

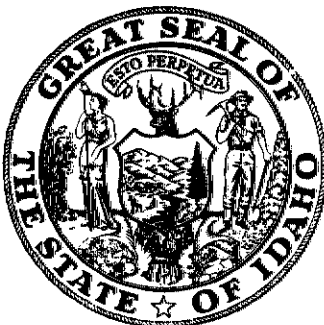
CERTIFICATE OF INCORPORATION OF

**BIRTHRIGHT OF IDAHO FALLS, INC.
File number C 108441**

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 BIRTHRIGHT OF IDAHO FALLS, 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: December 1, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

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ARTICLES OF INCORPORATION
OF
BIRTHRIGHT OF IDAHO FALLS, INC.

The undersigned, acting as incorporators under the State of Idaho Non-Profit Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be BIRTHRIGHT OF IDAHO FALLS, INC..

ARTICLE II

CORPORATE FORM

This corporation is a non-profit corporation under the laws of the State of Idaho.

ARTICLE III

TERM

The duration of the corporation shall be perpetual.

ARTICLE IV

PURPOSES AND POWERS

The purposes and powers of the corporation are as follows:

1. The guiding principal of Birthright of Idaho Falls, Inc. is the right of every pregnant woman to give birth and the right of every child to be born.

2. Engage in and promote charitable, religious, civic, and humanitarian purposes.

3. To exercise all rights and powers conferred by the laws of the State of Idaho, upon non-profit corporations, including, without limiting, the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease, or otherwise, any property

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of any sort or nature, without limitation as to its amount, or value, and to hold, invest, reinvest, manage, use, apply, employ, expend, sell, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and income, principal and proceeds of such property for any of the purposes set forth herein.

ARTICLE V

LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to the Board of Directors, or volunteers, but 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 IV hereinabove.

ARTICLE VI

INITIAL DIRECTORS

The names and addresses of the individuals who are to serve as the initial directors are:

Mary Ann Kelso
971 12th Street
Idaho Falls, Idaho 83404

Jean Hersley
791 North Skyline Drive
Idaho Falls, Idaho 83402

Ann Gauss
2239 Robb
Idaho Falls, Idaho 83402

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office, and the name of its initial registered agent at that office

is:

Mary Ann Kelso
971 12th Street
Idaho Falls, Idaho 83404

ARTICLE VIII

INCORPORATORS

The name and address of each incorporator is:

Mary Ann Kelso
971 12th Street
Idaho Falls, Idaho 83404

Jean Hersley
791 North Skyline Drive
Idaho Falls, Idaho 83402

Ann Gauss
2239 Robb
Idaho Falls, Idaho 83402

ARTICLE IX

MEMBERSHIP

There shall be two classes or categories of members of the corporation.

1. Voting Members. Voting members of the corporation shall consist of such persons who make due application for membership, sign a pledge of belief as adopted by the by-laws, and are appointed or elected as members of the board of directors, or as officers of the corporation, and are held in good standing.

2. Non-voting Members. Persons who make due application for membership, and sign the pledge of belief as adopted in the by-laws can be non-voting members of the corporation, and will be referred to as "volunteers". Individuals who do not make application or qualify as voting members or non-voting members as set forth hereinabove, but who make contributions or donations of cash or material, to and for the use of the corporation, shall be referred

to as "contributors".

ARTICLE X

DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon dissolution or final liquidation of the corporation and after discharge of satisfaction of any outstanding obligation or liability of the corporation, any remaining assets of the corporation shall be distributed in accordance with any determination of the board, which is in the furtherance of the purposes of this corporation, and which complies with the provisions of the Idaho Non-Profit Corporation Act, and any other applicable law of the United States or the State of Idaho, and the constitution and by-laws of the corporation.

ARTICLE XI

LIMITATIONS ON ACTIVITIES AND EXPENDITURES

This corporation is not organized nor shall it be operated for a pecuniary gain, or profit, and does not contemplate the distribution of gains, profits, or dividends, to its members and is organized solely for non-profit purposes.

ARTICLE XII

BY-LAWS

Provisions for the regulation of the Internal Affairs of this corporation, except as provided by these Articles, shall be determined and fixed by the By-Laws as adopted by the Board of Directors, and may be altered, amended, or rescinded by the Board of Directors.

ARTICLE XIII

AMENDMENT

The corporation reserves the right to amend or repeal any

provisions contained in these Articles of Incorporation, or any amendment to them, and all rights and privileges conferred upon the Board of Directors are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Idaho, as amended from time to time, unless more specific provisions for amendments are adopted by the corporation, pursuant to law.


Mary Ann Kelso/Incorporator

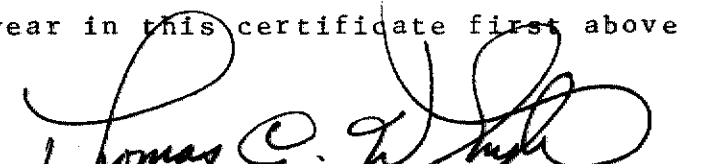

Jean Hersley/Incorporator


Ann Gauss/Incorporator

STATE OF IDAHO)
) ss.
County of Bonneville)

On this 31st day of October, 1994, before me, the undersigned a Notary Public, for the State of Idaho, personally appeared Mary Ann Kelso, Jean Hersley, and Ann Gauss, as Incorporators of the herein non-profit organization, 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 in this certificate first above written.


Notary Public for Idaho
Residing at Idaho Falls, Idaho
My Commission Expires: 1/14/94