



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

SANDPIPER SERVICES CORP.

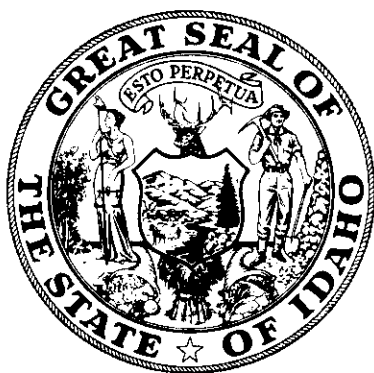
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

SANDPIPER SERVICES CORP.

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 ***July 11***, 19 ***83***.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
SANDPIPER SERVICES CORPORATION

SECRETARY OF STATE

SECRETARY OF STATE

The undersigned, acting as incorporators of a corporation under the Idaho Nonprofit Corporation Act, adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the corporation is Sandpiper Services Corp.

ARTICLE TWO

NONPROFIT CORPORATION

The corporation is a nonprofit corporation.

ARTICLE THREE

DURATION

The duration of the corporation shall be perpetual.

ARTICLE FOUR

PURPOSES AND POWERS

The proposed powers of the corporation are as follows:

To have specifically and exclusively a scientific, educational and charitable purpose for all its activities, and to have no purpose, nor engage in any activity which would not be scientific, educational or charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or any subsequent federal tax laws. The Corporation shall not have the power to do the following acts:

A. Engage in any act which would subject the corporation to tax under Section 4942 of the Internal Revenue Code of 1954 or any subsequent federal tax laws. Income from each taxable year

JUL 11 2 23 PM '83
SECRETARY OF STATE

must be distributed as set forth in Section 4942 of the Internal Revenue Code.

B. Engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or any subsequent federal tax law.

C. Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954 or any subsequent tax law.

D. Make any investments in a manner which would subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1954 or any subsequent tax law.

E. Make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954 or any subsequent tax law.

Specifically, the powers of the corporation are, to hold and acquire real estate and property of every other kind and nature, and to do all activities permitted pursuant to Idaho Code Section 30-1-4 and 30-307 to carry out the following purposes: Provide a shelter home for minor children as a short term alternative placement for children coming within the purview of the Idaho Child Protective Act, Idaho Code Title 16, Chapter 16, or any subsequent amendments thereto; to provide treatment and education for abused children and to provide nonresidential treatment for families of abused children.

ARTICLE FIVE

LIMITATION ON ACTIVITIES AND EXPENDITURES

All of the properties and assets of this corporation shall be, and are, irrevocably dedicated to charitable, scientific and

educational purposes and no part of the monies, properties or assets of the corporation, upon dissolution or otherwise, shall inure to the benefit of any private person, or individual, nor any member of the corporation, except as such private person or member may be a corporation organized and operated exclusively for charitable, scientific or educational purposes, including medical research, which is exempt from taxation, pursuant to Section 501(c)(3) and Section 4940-4946 of the Internal Revenue Code of 1954 or any subsequent federal tax laws.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding any of the provisions of these Articles, the organization shall not carry on any other activities not permitted by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or any subsequent federal tax laws or by an organization, contributions of which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or any subsequent federal laws.

ARTICLE SIX

MEMBERSHIP

The corporation shall have members. Each member shall have one vote. The management of corporate affairs shall be vested in the Board of Directors.

ARTICLE SEVEN

BYLAWS

The power to adopt, alter, amend or repeal the Bylaws is

hereby vested in the Board of Directors.

ARTICLE EIGHT

BOARD OF DIRECTORS

The number of Directors on the first Board of Directors shall be three. Additional members may be added pursuant to procedures set forth in the Bylaws adopted by the first Board of Directors. The first Board of Directors shall be the Incorporators. Thereafter Directors shall be elected or appointed in the manner and for the terms provided by the Bylaws. The Bylaws shall give the right to establish classes of Directors in order to stagger the dates upon which the terms of the Directors shall run.

ARTICLE NINE

REGISTERED OFFICE AND AGENT

The location and address of the initial registered office of the corporation is 410 Sherman Avenue, Suite 205, Coeur d'Alene, Idaho, 83814, and the name of the initial registered agent at such address is Jamie Martin-Miller.

ARTICLE TEN

THE NAMES AND ADDRESSES OF THE INCORPORATORS AND INITIAL INCORPORATORS

The names and addresses of the incorporators and initial incorporators are: Jamie Martin-Miller, 410 Sherman, Suite 205, Coeur d'Alene, Idaho, 83814; Susan Dingman, 410 Sherman, Suite 203, Coeur d'Alene, Idaho, 83814; and Stephen B. McCrea, 410 Sherman, Suite 215, Coeur d'Alene, Idaho, 83814.

ARTICLE ELEVEN

DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes, and which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or any subsequent federal tax law, as the Board of Directors shall determine; provided, however, and subject to the above limitations, if any of such assets have been acquired under a federal grant or contract, their disposition shall be made in accordance with the appropriate instructions of the governmental official responsible under the law for providing of such instruction under such circumstances. Any of such assets not so disposed of shall be disposed of 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 organization or organizations as the Court shall determine, which are organized and operated exclusively for the purposes set forth herein.

IN WITNESS WHEREOF, we have hereunto set our hand this 15th day of June, 1983.


JAMIE MARTIN-MILLER


SUSAN DINGMAN


STEPHEN B. MCCREA