



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

E.O.O.L. INC.

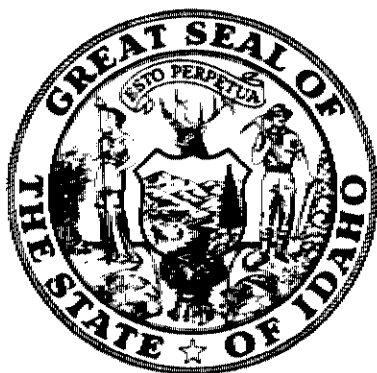
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

E.O.O.L. 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 August 30, 19 88.



Pete T. Cenarrusa

SECRETARY OF STATE

Angie T. Henshaw

Corporation Clerk

ARTICLES OF INCORPORATION AND
NONPROFIT CORPORATION/NONSTOCK CORPORATION

RECEIVED
SECTION OF STATE

We, the undersigned residents of the State of Idaho, being 18 years or more of age, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the statutes of the State of Idaho.

ARTICLE ONE
NAME AND LOCATION

The name of the corporation shall be E.O.O.L. Inc. and its location shall be Rt. 9, Box 102, City of Caldwell, County of Canyon, State of Idaho.

ARTICLE TWO
DURATION

The period of duration of this nonprofit corporation shall be into perpetuity.

ARTICLE THREE
PURPOSE CLAUSE

The business and purpose of this corporation shall be providing independent living teaching services for the blind to enable them to have equal quality of life. To develop and administer programs for blind people, dealing with rehabilitation, in order to assist them in adjusting themselves to their environment; to train them in their chosen and avocations; to aid them in all their activities; and to be of assistance in solving their particular problems. And to engage in any lawful act or activity for which corporations may be organized under the Nonprofit Corporation Law of the State of Idaho.

ARTICLE FOUR
NONSTOCK CORPORATION

The corporation shall be nonstock, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

No part of the net earnings 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 to or for the corporation in carrying out one or more of its purposes.

ARTICLE FIVE DIRECTORS

The number of directors constituting the initial board of directors of the corporation is 3, and the names and addresses of the persons who are to serve as initial directors are as follows:

Name	Address
Candice E. Harris	Rt. 9, Box 102 Caldwell, ID 88605
Sharron E. Harris	Rt. 9, Box 102 Caldwell, ID 88605
Barbara N. Harris	Rt. 9, Box 102 Caldwell, ID 88605

ARTICLE SIX ELECTION OF DIRECTORS

The manner in which the directors are to be elected by the members is as follows: by majority vote, elected by the general membership at each annual meeting. The term of office shall be for one year.

ARTICLE SEVEN CORPORATE OFFICERS AND THEIR FUNCTIONS

The general officers of the corporation shall be president, vice-president, secretary, and treasurer.

The principal duties of the president shall be to preside at all meetings of the members and the board of directors and to have general supervision of the affairs of the corporation.

The principal duties of the vice-president shall be to discharge the duties of the president in the event of absence or disability, for any cause whatsoever, of the president.

The principal duties of the secretary shall be to countersign all deeds, leases, and conveyances executed by the corporation, affix the seal of the corporation thereto and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the board of directors, and to safely and systematically keep all books, papers, records, and documents belonging to the corporation, or in any way pertaining to the business thereof, except the books and records incidental to the duties of the treasurer.

The principal duties of the treasurer shall be to keep an account of all monies, credits, and property of any and every nature of the corporation which shall come into his hands, and to keep an accurate account of all monies received and disbursed and of proper vouchers for monies disbursed, and to render such accounts, statements, and inventories of monies received and disbursed and of money and property on hand, and generally of all matters pertaining to his office, as shall be required by the board of directors.

The board of directors may provide for the appointment of such additional officers as they may deem for the best interest of the corporation.

Whenever the board of directors may so order, any two offices, the duties of which do to conflict, may be held by one person.

The officers shall perform such additional or different duties as shall from time to time be imposed or required by the board of directors, or as may be prescribed from time to time by the bylaws.

ARTICLE EIGHT ELECTION OF OFFICERS

The officers shall be elected by the directors, who shall first be elected by the members of the corporation.

ARTICLE NINE MEMBERSHIP REQUIREMENTS

The method and conditions on which members shall be accepted and discharged or expelled shall be by vote of the full membership that currently exists. The time and place for the vote on electing members shall be set by the officers, but an election of members will always occur during the annual non-profit corporation meeting. The election of members shall be by simple majority and there will be no membership requirement other than being 18 years of age and having a genuine interest in the purposes of this non-stock corporation.

Any other conditions and regulations of membership and the rights and other privileges of the classes of membership shall be determined and fixed by the bylaws.

ARTICLE TEN
AMENDMENTS

These articles may be amended in the manner provided by statute at the time of amendment.

ARTICLE ELEVEN
INCORPORATORS

The names and residences of the persons forming this corporation are as follows:

Name	Address
Candice E. Harris	Rt. 9, Box 102 Caldwell, ID 88605
Sharron E. Harris	Rt. 9, Box 102 Caldwell, ID 88605
Barbara N. Harris	Rt. 9, Box 102 Caldwell, ID 88605

ARTICLE TWELVE
INITIAL REGISTERED OFFICE AND AGENT

The address of its initial registered office in the State of Idaho is Rt. 9, Box 102, City of Caldwell, County of Canyon, and the name of the initial registered agent at such address is Candice E. Harris.

ARTICLE THIRTEEN
STATEMENT OF PROPERTY

A statement of property, and an estimate of the value thereof, to be taken over by the corporation at or upon its incorporation are as follows: File Cabinet, Typewriter, Briefcase, 3 canes, and other miscellaneous items with a current value of less than \$250.00.

ARTICLE FOURTEEN
PROHIBITION AGAINST SPECIFIED ACTIVITIES

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any

future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE FIFTEEN PROHIBITION AGAINST SPECIFIED ACTIVITIES

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision 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 manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Candice E. Harris
Candice E. Harris

Rt. 9, Box 102
Caldwell, ID 88605

Subscribed and Sworn to before me this 29th day of July, 1988.

Glenda J. Barrett
Notary Public for Idaho
Residing at Caldwell, Idaho
My Commission Expire: 02/02/93

Sharron E. Harris
Sharron E. Harris

Rt. 9, Box 102
Caldwell, ID 88605

Subscribed and Sworn to before me this 29th day of July, 1988.

Glenda J. Barrett
Notary Public for Idaho
Residing at Caldwell, Idaho
My Commission Expire: 02/02/93

Barbara N. Harris
Barbara N. Harris

Rt. 9, Box 102
Caldwell, ID 88605

Subscribed and Sworn to before me this 29th day of July, 1988.

Glenda J. Barrett
Notary Public for Idaho
Residing at Caldwell, Idaho
My Commission Expire: 02/02/93