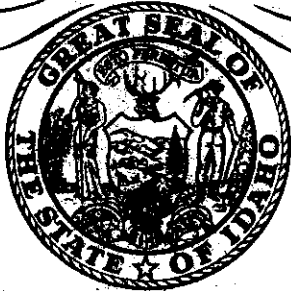


State of Idaho



Department of State

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

ADA COUNTY N.Y.C., INC.

was filed in the office of the Secretary of State on the **Eighteenth** day of **February**, A. D. One Thousand Nine Hundred **Sixty-six** and will be ~~is~~ duly recorded on ~~Film No.~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at

Boise

in the County of

Ada

and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **18th** day of **February**, A.D., 19 **66**.

Secretary of State.

ARTICLES OF INCORPORATION OF
ADA COUNTY N.Y.C., INC.

KNOW ALL MEN BY THESE PRESENTS That we, the undersigned, citizens of the United States and of lawful age, have today voluntarily associated ourselves for the purpose of forming a non-profit, cooperative association under the provisions of Chapter 10 Title 30, Idaho Code, and all other laws of the State of Idaho pertaining thereto, and we hereby certify as follows:

ARTICLE 1

The name of this corporation shall be the ADA COUNTY N.Y.C., INC.

ARTICLE 2

The purpose of this corporation shall be to provide services and to assist disadvantaged and economically deprived individuals to deal with their own problems of economic self-improvement and poverty so that they need no further assistance or service; to receive donations and contributions from any person, firm, corporation, government agency, or other source to carry out the purpose of this corporation; to apply for and receive grants, matching funds, and other assistance from any agency of the state and federal government; to acquire title and hold title to such real and personal property as may be necessary or desirable to carry out its purpose, and to manage and operate any real or personal property given and devised to or acquired by the corporation; to sell, convey, dispose of, or exchange both real or personal property, and to do any and all

things convenient and incidental to the purpose of the corporation, and generally to have and to exercise all such powers as are by law conferred upon such corporations of like character, and in carrying out the purpose of the corporation to do any and all things and exercise any and all powers not prohibited by law, but not for pecuniary profit.

ARTICLE 3

This corporation shall have perpetual existence.

ARTICLE 4

Charter membership in this corporation shall consist of the incorporators and those who sign the by-laws within a month after incorporation; future membership shall be provided for in the By-laws of this corporation. A membership certificate shall be issued to each member. The rights and interests of all members shall be equal, and no member shall have or acquire greater interest therein than any other member, and no member shall hold more than one certificate of membership in this corporation. This corporation shall never issue any capital stock. No member of the corporation shall ever receive any part of the net earnings of said corporation, but he shall not be debarred from receiving payment for services actually rendered or material furnished, and each member agrees that all funds of this corporation shall be used solely and exclusively for carrying out and attaining the objective of this corporation.

ARTICLE 5

The number of directors of this corporation shall be not less than five nor more than thirty, each of whom shall be a member of this corporation, and the number, qualifications, and terms of office, manner of election, time and place of

calling meetings, and powers and duties of the directors, shall be prescribed in the By-laws of the corporation. The board of directors shall have power to conduct all of the affairs of the corporation.

ARTICLE 6

The officers of this corporation shall be a president, vice-president, secretary, and treasurer, and such other officers as the board of directors shall deem necessary. Each of the officers shall have such powers as are conferred by the By-laws of the corporation.

ARTICLE 7

An annual meeting of the membership of the corporation shall be held upon a date provided for in the By-laws of the corporation.

ARTICLE 8

In the event of dissolution of this corporation, the disposal of assets or property shall be determined at the time of such dissolution by the directors, provided that such assets or property may be transferred only to a non-profit corporation or an agency of government having objects or purposes similar to those to which this corporation is devoted; provided further that in no event shall any of the assets or property of this corporation, or the proceeds of any said assets or property, in the event of dissolution thereof, go or be distributed to members, either for the reimbursement of any sum subscribed, donated, or contributed by such members, or for any other such purpose, it being the intent that in the dissolution of this corporation, or upon its ceasing to carry out the objects and purposes herein

set forth, the property and assets then owned by the corporation shall be devoted to the carrying on of the function and the purposes of the corporation, as the directors shall determine and direct.

ARTICLE 9

These articles of incorporation may be amended after approval by the board of directors by a simple majority of the voting members of the corporation at a special meeting called for the purpose or at a regular meeting upon notice to each member of at least ten (10) days prior to such regular or special meeting of the intention to consider such amendment.

ARTICLE 10

The registered office of this corporation is at 1419 W. Bannock, Boise, Idaho. The names and addresses of the incorporators are:

<i>Edward M. Scriven</i> EDWARD SCRIVEN	3217 Wagon Wheel Court
<i>Frank J. Cunningham</i> FRANK J. CUNNINGHAM	2862 Park Circle Drive
<i>Robert D. Magwire</i> ROBERT D. MAGWIRE	Ustick Road
<i>Royce Fuhrman</i> ROYCE FUHRMAN	7005 Selway
<i>Earl Waggoner</i> J. EARL WAGGONER	5406 Cassia

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and caused this instrument to be executed in triplicate this 10th day of February, 1966.


STATE OF IDAHO)
) ss.
COUNTY OF ADA)

On this 10th day of February, 1966, before

me, a Notary Public in and for the State of Idaho, personally appeared EDWARD SCRIVEN, FRANK J. CUNNINGHAM, ROBERT D. MAGWIRE, ROYCE FUHRIMAN, and J. EARL WAGGONER, known to me to be the persons whose names are subscribed to the foregoing 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.

*My Commission
expires 11-8-69*


Notary Public in and for Idaho
Residing at Boise, Idaho