



CERTIFICATE OF INCORPORATION
OF

IDAHO MEDIATION ASSOCIATION, INC.

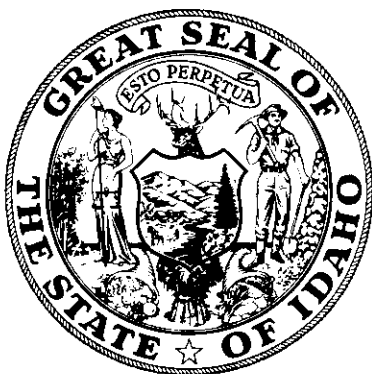
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

IDAHO MEDIATION ASSOCIATION, 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 October 13, 19 83.



SECRETARY OF STATE

Corporation Clerk

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SECRETAR OF
STATE ARTICLES OF INCORPORATION
OF

IDAHO MEDIATION ASSOCIATION, INC.

We, the undersigned, desiring to form a corporation pursuant to the Idaho Code, Chapter 3, Title 30, do hereby make, subscribe, and acknowledge these Articles as follows:

1. Name. The name of the corporation shall be IDAHO MEDIATION ASSOCIATION, INC.
2. Non-Profit Purpose. The corporation is formed for purposes for which a corporation may be formed under the Idaho Non-Profit Corporation Act.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, 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 purpose as set forth in Article 3 hereof.

Part of the activities of the corporation shall be the carrying on of public information, education, and dissemination of facts, to inform the public concerning professional mediation services and to influence legislation and governmental acts.

The corporation shall not participate in, or interfere in, including the publishing or distribution of statements, on

behalf of any candidate for public office.

The corporation shall not take steps which will serve to facilitate the transaction of specific business by its members or promote the private interest of any member or engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit.

3. Purposes. The purposes for which the corporation is organized are:

A. To promote a public awareness in this state of present and future importance of professional mediation as a viable alternative to traditional forms and methods of dispute resolution;

B. To conduct the exchange of ideas for the advancement of education and to spread the results of fact finding and technical research by providing public forums, lectures, and workshops for its members and the Idaho public to improve skills and the abilities of its members as mediators, to meet the current and future needs of the citizens of Idaho in the dispute resolution process; and

C. To hold such powers as may be authorized by the Idaho Non-Profit Corporation Act, as currently in existence and as may be needed.

The corporation is organized exclusively for a non-

profit purpose, including in its purpose the capacity to receive membership dues and donations with strict accountability as to such funds, to be used as and for the above outlined fact finding and dissemination of such related information to the public of Idaho.

4. Organization. This corporation is not for profit and has no capital stock. Its organization is one of membership.

5. Scope of Activity. The corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any such purposes.

6. Duration. This corporation shall have perpetual existence.

7. Distribution on Dissolution or Liquidation. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations orga-

nized and operated exclusively for the general purpose of the corporation. 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 such purposes.

8. Place of Operation. The operations of the corporation are to be conducted principally within the State of Idaho, but may be conducted elsewhere.

9. Principal Office. The corporation's principal office shall be located in the City of Boise, County of Ada, State of Idaho, but the corporation may establish and maintain an office elsewhere if the Board of Directors so decides.

10. Business Address for Notice. The business address to which the Secretary of State or any other person shall mail a copy of any notice required by law is P. Crete Brown, P.O. Box 144, Boise, Idaho 83702.

11. Registered Agent. The corporation designates Dr. Paul K. Ives, Ph.D., whose registered address is 403 6th Avenue East, Twin Falls, Idaho 83301, its registered agent in the state upon whom process against the corporation may be served.

12. Number of Directors. The number of directors shall be not less than five and not more than ten.

13. Names of Directors. The names and addresses of the Directors until the first annual meeting of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Richard L. Butcher, C.S.W.	Family Mediation Services of Idaho, Inc. 836 E. Center, Suite C Pocatello, Idaho 83201
Dr. Paul K. Ives, Ph.D	403 6th Avenue East Twin Falls, Idaho 83301
P. Crete Brown	P.O. Box 144 Boise, Idaho 83701

14. Powers of Board of Directors. The members of the Board of Directors shall have the power to make such bylaws, rules and regulations as they deem proper and advisable for the government and management of the membership and the affairs of the corporation.

Any vacancy occurring in the Board of Directors by death, resignation or otherwise shall be filled for the remainder of the term in the manner provided in the Bylaws of the corporation.

Any conveyance or encumbrance of all or any part of the property of the corporation may be made when authorized by two-thirds vote of the members of the Board of Directors entitled to vote who are present at the regular or special meeting of the corporation, provided that notice of the proposed conveyance or

encumbrance shall have been mailed to all voting members in good standing at their last known addresses as shown on the corporate records, not less than thirty days prior to said meeting.

The conveyance or encumbrance shall be executed by the Chairman of the Board of Directors as elected at the first scheduled meeting of the Board of Directors and shall be attested by the Secretary-Treasurer, as so elected by the Board, with the corporate seal affixed.

15. Amendments. The Articles of Incorporation or the Bylaws of the corporation may be amended at any regular or special meeting of the voting members of the corporation by a two-thirds vote of the members present, provided that notice of said amendment stating the substance thereof shall have been mailed to all voting members in good standing at their last known addresses as shown in the records, not less than thirty days prior to said meeting.

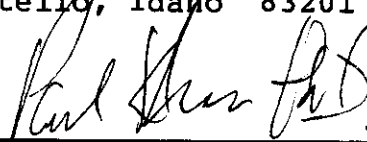
IN WITNESS WHEREOF, we have hereunto set our hands and
seals on this ____ day of _____, 1983.

INCORPORATORS



RICHARD L. BUTCHER, C.S.W
Family Mediation Services of Idaho,
Inc.

836 E. Center, Suite C
Pocatello, Idaho 83201



PAUL K. IVES, PH.D.
403 6th Avenue East
Twin Falls, Idaho 83301



P. CRETE BROWN
P.O. Box 144
Boise, Idaho 83701

STATE OF IDAHO)
) ss.
County of Bannock)

On this 20 day of September, 1983, before me, the undersigned, a Notary Public in and for said State, personally appeared RICHARD L. BUTCHER, C.S.W., known or identified to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he 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 written above.

Jason C. Holladay
Notary Public for Idaho
Residing at Pocatello, Idaho
My commission expires: Apr. 6, 1987

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 28 day of Sept., 1983, before me, the undersigned, a Notary Public in and for said State, personally appeared PAUL K. IVES, PH.D., known or identified to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he 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 written above.

Mary L. Cupp
Notary Public for Idaho
Residing at Twin Falls County
My commission expires: 5/84

STATE OF IDAHO)
) ss.
County of Ada)

On this 27 day of September, 1983, before me, the undersigned, a Notary Public in and for said State, personally appeared P. CRETE BROWN, known or identified to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that she 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 written above.

Leslie A. Holland

Notary Public for Idaho

Residing at Boise, Idaho

My commission expires: 1986