



CERTIFICATE OF INCORPORATION
OF

BOISE SERVICES GROUP, INC.

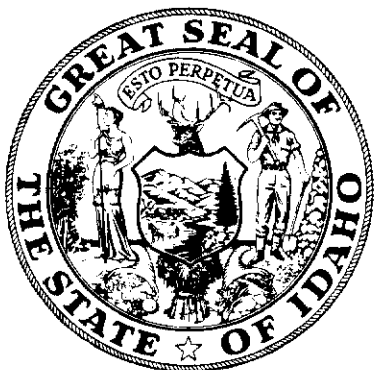
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

BOISE SERVICES GROUP, 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 February 14, 19 85.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

of

85 FEB 4 PM 3 23

BOISE SERVICES GROUP, INC.

SEC. STATE OF

The undersigned, acting as incorporator of a corporation under the Idaho Non-Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is BOISE SERVICES GROUP, INC.

SECOND: The corporation is a non-profit corporation.

THIRD: The period of its duration is perpetual.

FOURTH: The purposes for which the corporation is organized are to be exclusively for educational, charitable and scientific purposes. The corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of this corporation shall be distributable to, or inure to the benefit of any of its directors or officers. However, the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and objectives set forth in these Articles of Incorporation. The purposes of the corporation shall include the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future United States Internal Revenue law, and to own, operate, provide and maintain facilities suitable to the appropriate care, training and assistance for retarded, handicapped or otherwise disabled persons at their residences in an effort to assist said individuals outside of institutions or other long-term residential centers. The corporation

shall also be empowered to do any and all other things or acts necessary to carry out these purposes as may be allowed under the laws of the State of Idaho and the Internal Revenue Code, and any amendments thereto.

FIFTH: The address of the initial registered office of the corporation is 1736 North Five Mile Road, Boise, Idaho 83704, and the name of its initial registered agent at such address is Richard Davis.

SIXTH: The corporation shall have no members and shall not be a membership organization. The Board of Directors shall be elected by Boise Group Homes, Inc., an Idaho non-profit corporation, 1736 North Five Mile Road, Boise, Idaho 83704.

SEVENTH: The number of directors constituting the initial Board of Directors shall be as set forth in the By-Laws, but shall be at least one, and the initial directors who shall hold office until their successors are elected shall be the following persons:

<u>Name</u>	<u>Address</u>
Cathy Nakao	1736 North Five Mile Road Boise, Idaho 83704
Mike Day	1736 North Five Mile Road Boise, Idaho 83704
Richard Davis	1736 North Five Mile Road Boise, Idaho 83704
Peggy Davis	1736 North Five Mile Road Boise, Idaho 83704

EIGHTH: The name and address of the incorporator is

<u>Name</u>	<u>Address</u>
Richard Davis	1736 North Five Mile Road Boise, Idaho 83704

NINTH: (a) The corporation is formed exclusively for charitable, educational and scientific purposes within the meaning of Section

501(c)(3) of the Internal Revenue Code of 1954, (or the corresponding provisions of any future United States Internal Revenue Law.)

(b) It is intended by the provisions of these Articles of Incorporation that the corporation shall possess the status of an organization exempt from federal income taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or as hereafter amended. Accordingly, no part of the affairs of the corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of the corporation.

(c) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(d) 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 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. Any 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 such court shall determine, which are organized and operated exclusively for such purposes.

(e) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or hereafter amended. Accordingly, no money, property received or held by the corporation, nor any part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, 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 purposes set forth in Paragraph Fourth hereof.

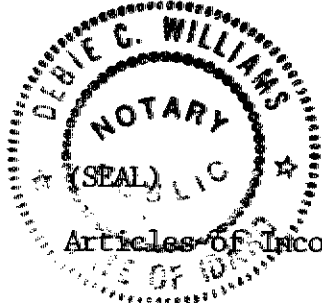
Dated this 15 day of December, 1984.



Richard Davis

STATE OF IDAHO)
) ss
County of Ada)

On this 15 day of December, 1984, before me, the undersigned, a Notary Public in and for said county and state, personally appeared RICHARD DAVIS, known to me to be the person whose name is subscribed to the within 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 above written.




Notary Public for Idaho
Residing at Boise, Idaho