



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

C.T.F.I. NORTHWEST, INC.

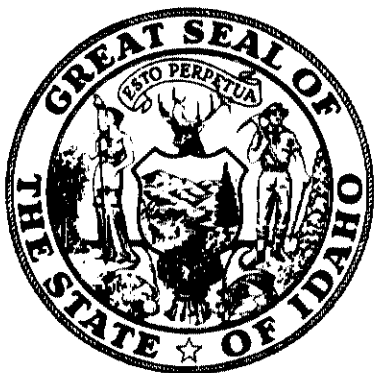
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

C.T.F.I. NORTHWEST, 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 July 30, 19 91.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Fabala

Corporation Clerk

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ARTICLES OF INCORPORATION
OF
C.T.F.I. NORTHWEST, INC.

JUL 30 8 05 AM '91
SECRETARY OF STATE

The undersigned, acting as the incorporator of a non-profit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following articles of Incorporation ("Articles") for the Corporation.

Article I Name.

The name of the Corporation is C.T.F.I. Northwest, INC. C.T.F.I. shall be an abbreviation for Counseling, Training and Fundraising Institute.

Article II Nonprofit Status.

The Corporation is a nonprofit corporation.

Article III Period of Duration.

The period of duration of the Corporation is perpetual.

Article IV Initial Registered Office and Agent.

The location of this Corporation is in the City of Boise, County of Ada, and in the State of Idaho. The address of the initial registered office is 8500 Willowcrest Way, Boise, Idaho, and the name of the initial registered agent at this address is Orville L. Tallmon.

Article V Purposes.

The purposes for which the Corporation is organized and will be operated are as follows:

- A. The promotion of and practice of sound counseling, Training, and funding practices in human services.
- B. Charitable, religious, educational or scientific within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the providing of counseling, training and consultancy services and the making of distributions to organizations that qualify as exempt organizations under such Section 501 (c) (3).

- C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to, the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

Article VI Limitations.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make such payments in furtherance of the purposes set forth in Article V hereof. 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. 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 1986, as amended from time to time.

Article VII Members.

The Corporation may have associate members who shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation.

Article VIII Board of Directors.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than seven (7) individuals, each of whom, at all times, shall be a member of the Corporation. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members of the Board of Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Orville L. Tallmon	8500 Willowcrest Way Boise, Idaho, 83714-1600
Joyce M. Brewer	105 E. Carlton Ave. Meridian, Idaho 83642
Catherine J. Tallmon	8500 Willowcrest Way Boise, Idaho, 83714-1600

Article IX Distribution on Dissolution.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed 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 to be consistent with the purposes of the Corporation.

Article X Incorporator.

The name and street address of the incorporator is Orville L. Tallmon, 8500 Willowcrest Way, Boise, Idaho, 83714-1600.

Article XI Bylaws.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Directors of the Corporation; provided, however, that such power may, by resolution adopted by the Board members at a meeting called for that purpose, be delegated to the Officers of the Board.

Dated this 1st day of August, 1991.

Orville L. Tallmon
Orville L. Tallmon