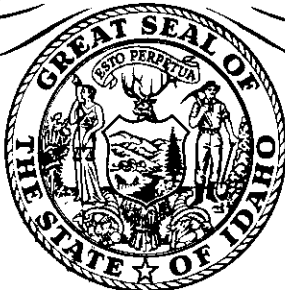


State of Idaho



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

U-SKY ASSOCIATION FOR HANDICAPPED CHILDREN, INC.

was filed in the office of the Secretary of State on the **Twenty-first** day of **June,** A. D. One Thousand Nine Hundred **Sixty-three** and is duly recorded on Film No. **124** of Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **perpetual existence** from the date hereof, with its registered office in this State located at **Rexburg** in the County of **Madison** and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, 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 **21st** day of **June**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION

of

U-SRV ASSOCIATION FOR HANDICAPPED CHILDREN, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, natural persons, being of full age and at least two-thirds of whom are citizens of the United States, do associate ourselves together for the purpose of forming a non-profit benevolent corporation pursuant to Chapter 11, Title 30, of the Idaho Code, and do hereby certify, declare and adopt the following Articles of Incorporation:

FIRST

By these Articles of Incorporation, we do hereby declare and adopt the name of this corporation to be

"U-SRV ASSOCIATION FOR HANDICAPPED CHILDREN, INC."

SECOND

The location and post office address of the registered office of this corporation shall be Rexburg, Idaho.

THIRD

The duration of this corporation shall be perpetual, but nothing herein contained shall prevent the winding up and dissolution of said corporation under the laws and statutes of the State of Idaho.

FOURTH

In the event of the dissolution or winding up of this corporation, all funds and all assets, after the payment of all debts, shall be distributed in equal shares to the school districts in Madison and Fremont Counties, Idaho.

FIFTH

This corporation shall have as its objects and purposes the following specific and general purposes:

(a) To further by all proper and legitimate agencies and means the cause for retarded or otherwise handicapped children.

(b) To engage in any and all types of activities not prohibited by law for the raising and collecting of money and property, and to receive gifts and grants of money and property of every kind and character, and to administer the same for charitable, educational, civic and philanthropic uses, and to do anything necessary or proper for the training, preparing for employment, educating, and counseling of the mentally retarded or otherwise handicapped children.

(c) To assist with the educating and training of the mentally retarded or otherwise handicapped children, by providing social centers, pre-school centers, training units under school districts and vocational centers; to promote building programs for the accomplishment of any of the above purposes; to increase the economic productivity and social wellbeing of the mentally retarded or otherwise handicapped; to engage in research into all phases of the problems of the same, including diet, education, and social behavior, and to pursue the development of dietary and diagnostic clinics, and to administer grants for research and serve as a clearing house for scientific and other information.

(d) To publish, print, buy, sell and circulate books, tracts, pamphlets, and literature of any kind and nature for the purpose of educating the public, particularly the relatives and friends of the mentally retarded and other handicapped, so that said mentally retarded and otherwise handicapped may be more proficient in their activities as citizens and residents of this state.

(e) The purpose and essence of this corporation being purely benevolent, charitable and philanthropic, it is expressly declared that this is a corporation not for gain or individual profit, and that no dividends shall ever be declared or paid to any of its members, and that none of its property, real or personal, shall ever be used or expended except for carrying into effect the legitimate ends and aims of its being.

(f) To take, own, hold, deal in, mortgage, lease, sell, exchange, transfer or in any manner dispose of any property, leaseholds and any other interests, estates and rights in real property; to purchase or otherwise acquire in any lawful manner and to hold, own, mortgage, pledge, lease, sell, assign, exchange,

transfer and in any manner dispose of, to deal in and trade in, and with any and every class of personal property and/or mixed property, and any franchises, privileges and licenses necessary, convenient or appropriate for any of the purposes herein expressed.

(g) To borrow or loan money with or without security therefor; to issue promissory notes, bonds, debentures and other evidences of indebtedness.

(h) To make, enter into and perform contracts of every kind for any lawful purpose with any person, firm or association, corporation, municipality, body politic, county, state, or government.

(i) To have one or more offices to conduct its business and promote its objects within and without the State of Idaho, in other states and territories of the United States, or other countries, subject, however, to the laws and limitations of such state, territory or country.

(j) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any parts or part thereof, provided the same be not inconsistent with the laws of the State of Idaho.

SIXTH

This corporation is organized without capital stock. The rights and interests of all members shall be equal, and no member may acquire or have a greater interest therein than any other member. Membership in the corporation may be acquired in such manner and upon such terms and conditions as shall be prescribed by the By-Laws. Membership certificates shall be issued to each member of the corporation upon payment of the membership fee, and in compliance with the other qualifications and conditions of obtaining membership. The membership fee shall be in an amount to be fixed by the By-Laws. Membership certificates shall not be transferrable except by resolution of the board of directors, and under such regulations as the By-Laws may prescribe.

SEVENTH

Pursuant to notice posted and published in accordance with the provisions of Section 30-1102, Idaho Code, the members hereof, on the 20th day of May, 1963, at 8 o'clock p.m. in the courthouse in Rexburg, Madison County, Idaho, unanimously agreed that the board of directors would be comprised of from 3 to 100 members, the exact number thereof to be determined by the By-Laws, and there was also held an election for directors of the corporation, to hold office until the first meeting of members, to be held within nine months after filing these Articles of Incorporation with the Secretary of State, State of Idaho, and more than a majority of the people who have subscribed for membership in the corporation voted at such election and the following were elected: Stella J. Bell, Director and President; Arminda Briggs, Director and Vice-President, and Donna Webster, Director and Secretary-Treasurer.

EIGHTH

Each of the incorporators hereof has actually subscribed for membership in this association.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 20th day of May, 1963, with our post office addresses set opposite our respective names:

| <u>Names</u> | <u>Addresses</u> |
|---------------------------|-----------------------------------|
| <u>Edna Rytting</u> | <u>279 W. Main Rexburg Ida.</u> |
| <u>Stella Bell</u> | <u>247 N. 2 W. Rexburg, Ida.</u> |
| <u>LaMont E Bell</u> | <u>247 N. 2 W. Rexburg, Idaho</u> |
| <u>Agnie Orr</u> | <u>Thornton, Ida. R. 1</u> |
| <u>Theresa E. Orr</u> | <u>Thornton, Ida. R. 1</u> |
| <u>Mrs. Lemmie Briggs</u> | <u>Thornton, Ida.</u> |
| <u>Lora Nelson</u> | <u>Rexburg Ida Box 252</u> |
| <u>Arminda Briggs</u> | <u>Idaho City Idaho Box 62</u> |
| <u>Vera M. Baldwin</u> | <u>" " " " 103</u> |
| <u>Don A. Nelson</u> | <u>Rexburg Idaho Box 252</u> |
| <u>Lemmie L Briggs</u> | <u>Thornton Idaho</u> |

Kendall G Davidson RFP#1 Thornton, Ida

Donna H. Webster

Mark L. Webster

Erastus Weekes

George A. Briggs

Lelan Andersen

Melva B. Andersen

Box 146 Sugar City, Idaho

Box 146 Sugar City Idaho

Sugar City Ida. Box 314

Teton Idaho Box 12

Sugar RFP#1

" "

STATE OF IDAHO,)

SS.

COUNTY OF MADISON.)

On this 20th day of May, 1963, before me, the undersigned, a Notary Public in and for said State, personally appeared STELLA J. BELL, ARMINDA BRIGGS, NYAL BRIGGS, LENNIS BRIGGS, EDNA RYTTING, LANMONT D. BELL, VERA M. BALDWIN, CORA NELSON, DON NELSON, J. LAVELL ORR, AGNES ORR, KENDALL G. DAVIDSON, LAMARR D. DAVIDSON, DONNA W. WEBSTER, MARK L. WEBSTER, ERASTUS WEEKES, DELILA N. WEEKES, GEORGE A. BRIGGS, LELAN ANDERSEN, and MELVA B. ANDERSEN, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year in this certificate first above written.

Larry W. Lively
Notary Public for Idaho
Residing at Rexburg, Idaho

My commission expires: 1-26-67