

ARTICLES OF INCORPORATION OF
PROJECT RESPECT, INC.

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SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, being a natural person of legal age acting as sole incorporator of the corporation, PROJECT RESPECT, INC., pursuant to the Idaho Non-Profit Corporation Act, Idaho Code Title 30 Chapter 3, does hereby certify as follows:

ARTICLE I

The name of this corporation is PROJECT RESPECT, INC.

ARTICLE II

The purpose or purposes for which the corporation is organized are exclusively those permitted by § 501(c)(3) of the Internal Revenue Code of 1954, as amended, and consist of the following:

- a. To maintain a community based and supported drug and alcohol treatment program that includes; Prevention, Early Intervention, Treatment and Continuing Care Services for youth and their families.
- b. To ensure that Youth and their families will have access to a local program that will assist in the elimination, reduction and/or prevention of substance use, regardless of their financial ability to pay for these services.
- c. To solicit, collect and receive money and other assets, and administer funds and contributions received by grant, gift, deed, bequest or device, and otherwise to acquire monies, securities, property, rights and services of every kind and description and to hold, invest, expend, contribute, use, sale, or otherwise dispose of any money, securities, property, rights or service so acquired for the purpose mentioned above and also for the purpose of lending continued or perpetual financial support to any one or all of the programs established by said corporation.

IDAHO SECRETARY OF STATE

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- d. To develop and establish such programs as the corporation deems essential to meet the needs of the program recipients.
- e. To do any and all lawful activities, which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or in cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, non-profit organizations, foundations, or governmental bureaus, departments, or agencies of any kind whatsoever.
- f. To exercise all other rights and powers conferred upon corporations formed under the general non-profit corporation law of the State of Idaho.

ARTICLE III

This Corporation is to have perpetual existence.

ARTICLE IV

This Corporation will not have members.

ARTICLE V

The street address of the office of the corporation is: 16 West Croy Street, Suite "I", Hailey, Idaho 83333, and the name of its initial registered agent at such address is : Kevin Boender.

The mailing address of the registered office and the registered agent at such address is : Kevin Boender, P.O. Box 36, Hailey, Idaho 83333.

ARTICLE VI

The Board of Directors shall constitute of five (5) members. The names of the Directors are:

- 1. KEVIN BOENDER
- 2. KRISTINE BOENDER
- 3. SUSAN MANN
- 4. ROBERT PAYNE
- 5. MARY WIRTH

The address of the Directors is:

P.O. Box 36
Hailey, Idaho 83333

ARTICLE VII

The name and address of each incorporator is:

Kevin Boender
317 West "D" Street
Shoshone, Idaho 83352

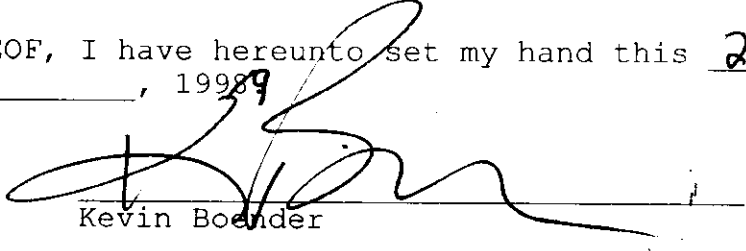
ARTICLE VIII

Upon dissolution distribution of assets shall be made consistent with Idaho Code § 30-3-113, 30-3-114, and 30-3-115, to one (1) or more persons described in Section 501(c)(3) of the Internal Revenue Code said person or persons to be selected by the directors.

ARTICLE IX

The board of directors is especially authorized to alter, compromise or repeal the BY-LAWS of the corporation and to adopt new By-Laws subject to law.

IN WITNESS WHEREOF, I have hereunto set my hand this 22
day of JAN., 1998


Kevin Boender

STATE OF IDAHO

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) ss.

COUNTY OF LINCOLN

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On this 22 day of January, ¹⁹⁹⁹~~1998~~, before me, the undersigned, a Notary Public in and for said State, personally appeared Kevin Boender, known 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 on the day and year in this instrument first above written.

(SEAL)

Susan K. Maxwell
Notary Public for Idaho.
Residing at: Blaine County
Commission Expires: 05/03/2001