

Department of State.

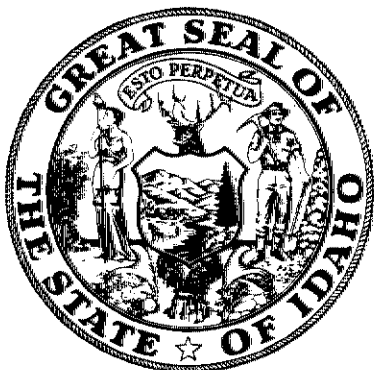
**CERTIFICATE OF INCORPORATION
OF**

**IDAHO ASSOCIATION OF PRIVATE RESIDENTIAL FACILITIES
FOR THE DEVELOPMENTALLY DISABLED, 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 ASSOCIATION OF PRIVATE RESIDENTIAL FACILITIES FOR THE DEVELOPMENTALLY DISABLED, 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 9, 19 85.



Pete T. Cenarrusa

SECRETARY OF STATE

Shirley J. Clark

Corporation Clerk

OCT 9 1 15 PM '85

SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF

IDAHO ASSOCIATION OF PRIVATE RESIDENTIAL FACILITIES FOR THE
DEVELOPMENTALLY DISABLED, INC.
A NONPROFIT CORPORATION

We, the undersigned, hereby form a non-profit corporation under Title 30, Chapter 3 of the Idaho Code and adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be "Idaho Association of Private Residential Facilities for the Developmentally Disabled, Inc."

ARTICLE II

STATUS

The corporation shall be a non-profit corporation.

ARTICLE III

DURATION

The existence of the corporation shall be perpetual.

ARTICLE IV

PURPOSES

(a) This corporation is organized for charitable and educational purposes as may qualify it as exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). More specifically, such purposes include, but are not limited to those set out in subsection (b) of this article.

(b) The purposes for which the corporation is organized are:

1. To promote the development of standards, adequate programs and adequate resources of income to support small community based residential services for persons who are developmentally disabled .
2. To promote the concept of residential community based services with governmental, non-governmental, public, and private agencies as being a viable existing resource and a right in the continuum of services for persons who are developmentally disabled.
3. To promote the role of providers of community-based residential services in state, regional, and national settings.

4. To work cooperatively with lawmakers and lawmaking bodies to promote legislation beneficial to positive programs and services for persons who are developmentally disabled.
5. To encourage and promote higher standards of care and programs in residential services for persons who are developmentally disabled.
6. To encourage the application of the highest ethical standards and to exchange ideas relative to community-based residential programs for persons who are developmentally disabled.
7. To work cooperatively with other agencies and organizations with similar interests and concerns in the care and training of persons who are developmentally disabled.
8. To unite in any way that might be advantageous to serving persons who are developmentally disabled.
9. To establish a mechanism for keeping all interested persons informed of the goals, objectives, and progress of the Association.
10. To take, receive, hold, and convey real and personal income necessary or convenient for the purposes of the Association, and to take, receive,

hold and convey other real and personal resources which shall be applied to the purposes and needs of the Association.

11. And generally to carry on any other business in connection therewith not contrary to the laws of the state of Idaho, and with all powers conferred upon non-profit corporations by the laws of the state of Idaho, and the Association is formed upon the articles, conditions, and provisions herein expressed, and subject in all particulars to the limitations relating to non-profit corporations which are contained in the laws in the state of Idaho.

ARTICLE V

NON-PROFIT PROVISIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 payments and distributions in furtherance of the purposes set forth in Article IV 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 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 (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI

MEMBERSHIP

(a) The corporation is to have members. The management of all affairs and business of the Corporation shall be vested in the members. The number, classifications, qualifications, powers, duties, amount of assessments (which are hereby authorized), meetings, voting, and other provisions as to the members shall be prescribed in the Bylaws of the Corporation.

(b) The Officers of the corporation shall be designated, named, elected, or appointed in a manner to be prescribed in the Bylaws of the corporation.

ARTICLE IX

TERMINATION OF CORPORATION

The corporation may be terminated and dissolved and will cease to exist upon a two-third vote of the members at a special meeting with written notice of such proposed termination of the corporation to each member.

Upon dissolution, the balance (if any) of money received by the corporation from operations, after payment in full of all operating expenses, debts, and obligations of the corporation of whatever kind or nature, shall be used only for purposes consistent with Articles IV and V above.

ARTICLE VII

PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the registered office of the corporation is:

Richard Davis
10552 Garvardale Court #908
Boise, Idaho 83704

The name and street address of the principal organizer is as follows:

Richard Davis
10552 Garvardale Court, #908
Boise, Idaho 83704

Executed by the undersigned incorporators in duplicate
original on this 11 day of September, 1985.

Gene Christian Gene Christian
Name
408 S. Main

Moscow, Idaho 83843
Street Address

Deborah Pond Deborah Pond
Name
4782 Armga

Meridian, Idaho 83642
Street Address

Frances L. Roberts Frances L. Roberts
Name
3625 Vaughn Street

Pocatello, Idaho 83204
Street Address

Richard Davis Richard Davis
Name
10552 Garvardale Court #908

Boise, Idaho 83704
Street Address