

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
REHABILITATE AMERICA, INC.**

08 DEC 26 AM 8:58

SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, residents of the State of

Idaho and citizens of the United States and natural persons of full age, have this day voluntarily associated ourselves for the purpose of forming a nonprofit corporation under the laws of the State of Idaho, and we do hereby adopt the Articles of Incorporation for the corporation.

I. NAME

The name of this corporation shall be REHABILITATE AMERICA, INC., formed and organized under provisions of Chapter 3, Title 30, Idaho Code.

II. NONPROFIT STATUS

The corporation is a nonprofit corporation.

III. PERIOD OF DURATION

The period of existence and duration of the life of this corporation shall be perpetual.

IV. INITIAL REGISTERED AGENT

The post office address of the initial registered office of this corporation is 285 N.W. Main, Blackfoot, Idaho 83221, and the registered agent and his address is Nick Staley, 285 N.W. Main, Blackfoot, Idaho 83221.

V. PURPOSES

The nature of the business and the objects and purposes of this corporation shall be as follows:

A. The corporation is organized for charitable, educational and scientific purposes including:

1. Providing vocational rehabilitation and training for persons suffering from mental illness;

C181312

2. Said training shall include the introduction to skills and services which once learned will allow individuals to better function as productive members of society;

3. To accept tax-free gifts, donations, bequeaths, solicitations and grants for the express purpose of developing, maintaining and improving the availability and quality of vocational rehabilitations services offered to those with mental illness;

4. All such activities to be performed in compliance with Section 501(c)(3) of the Internal Revenue Code of 2006, as amended.

B. 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 this act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

VI. NO MEMBERS

The corporation shall have no members.

VII. BOARD OF DIRECTORS

The members of the Board of Directors of the corporation shall be appointed by the Board of Directors so appointed. The Board of Directors shall consist of not less than one nor more than fifteen individuals. 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 appointed by the Board of Directors of Rehabilitate America, Inc. in accordance with Idaho Code 30-3-66 as now exists or as may hereafter be amended. The names and addresses of the persons constituting the initial Board of Directors are:

Blake Kinney
46 W. 50 S.
Blackfoot, ID 83221

Luana Kinney
46 W. 50 S.
Blackfoot, ID 83221

Linda Murdock
245 E. Pacific St.
Blackfoot, ID 83221

Dr. Richard Hill
1441 Parkway Dr.
Blackfoot, ID 83221

Nick Staley
285 N.W. Main
Blackfoot, ID 83221

VIII. LIMITATIONS

No part of the net earnings 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 payments and distributions in furtherance of the purposes set forth in Article V. 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 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. At no time shall the Corporation be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Internal Revenue Code of 1986, as amended from time to time) other than foundation managers and other than one or more publicly supported organizations.

IX. DISSOLUTION

Upon dissolution, the assets of the corporation shall be distributed to other non-profit organizations as voted upon by the Board.

