

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

Y.E.S., INC.

File number C 111966

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 Y.E.S., 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: September 8, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Sipe*

SEP 3 3 12 PM '95
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

Y.E.S., INC.

IDAHO SECRETARY OF STATE
9/6/95 9:00:00 AM
Customer # 3117
IVC#00012135 16384
CORPORATION NON PROFIT
1 @ 30.00 = 30.00

The undersigned, acting as the incorporator of a nonprofit 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 for the corporation.

I. NAME

The name of this Corporation shall be the Y.E.S., Inc.

II. NONPROFIT STATUS

The corporation is a nonprofit Corporation.

III. PERIOD OF DURATION

The period of duration of the Corporation shall be perpetual.

IV. INITIAL REGISTERED AGENT

The location of this Corporation is in the City of Blackfoot, County of Bingham, State of Idaho. The address of the initial registered office is 1170 Packer Drive, Blackfoot, Idaho 83221, and the name of the initial registered agent at this address is Margaret Cardinal.

V. PURPOSES

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

A. The Corporation is organized to assist parents, school districts, and law enforcement agencies in the development and enhancement of public service, good character and physical betterment in the youth of Idaho.

B. Charitable, religious, educational, or scientific within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such § 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.

VI. 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 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 § 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

VII. MEMBERS

The Corporation shall have 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. Any person may become a member of the Corporation upon the payment of annual dues fixed by the Board of Directors or upon such other terms and conditions as the Board of Directors and bylaws may permit.

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 fifteen (15) 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 appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

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

Marc Cardinal
1170 Packer Drive
Blackfoot, Idaho 83221

Margaret Cardinal
1170 Parker Drive
Blackfoot, Idaho 83221

Murray Jim Sorensen, Esquire
P.O. Box 1047
Blackfoot, Idaho 83221

IX. MEMBERSHIP DUES

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

X. DISTRIBUTION ON DISSOLUTION

Upon the 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 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 § 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. 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 organizations, as such court shall determine to be consistent with the purposes of the Corporation.

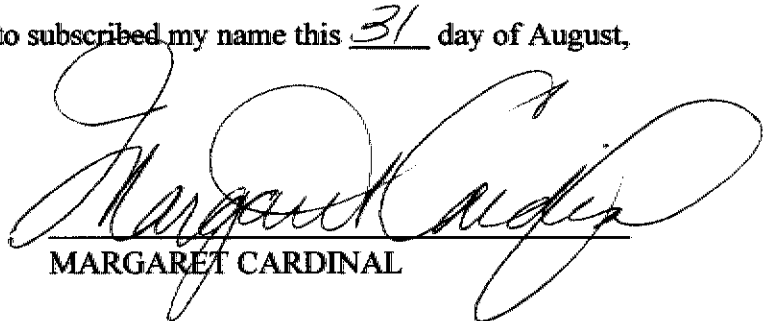
XI. INCORPORATOR

The names and street address of the incorporators is: Margaret Cardinal, 1170 Packer Drive, Blackfoot, Idaho 83221.

XII. BYLAWS

The provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 31 day of August, 1995.


MARGARET CARDINAL

County of Bingham

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