

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

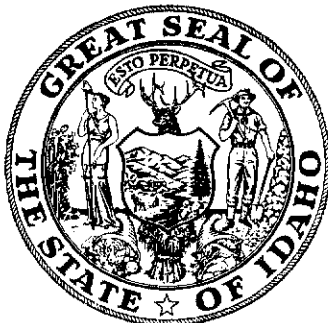
FAMILY PRESERVATION INC.

File number C 114195

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 the above named corporation, duly signed pursuant to the provisions of the Idaho Business 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: March 18, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Seibel*

Mar 18 2 24 PM 1996
Articles of Incorporation for Family Preservation Inc.

SECRETARY OF STATE
On March 6, 1996 at an organized meeting of Family Preservation Center, these articles of incorporation of Family Preservation Inc. were adopted by majority vote.

First:

By these articles of incorporation we do hereby declare and adopt the name of Family Preservation Inc. for this corporation.

Second:

The address and location of the initial registered office shall be 347 Randy Dr. Rexburg, Idaho 83440. The name and address of the initial registered agent shall be Matthew Smith who's address is 347 Randy Dr. Rexburg, Idaho 83440.

Third:

The duration of this corporation shall be perpetual, but nothing herein contained shall prevent the dissolution of said corporation under provisions not inconsistent with the law regarding the distribution of assets upon dissolution.

Fourth:

This corporation is a for profit corporation pursuant to the Idaho Business Corporation Act, Chapter I, Title 30, Idaho Code.
DATE 03/12/1996 0900 44734

Fifth:

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The corporation shall have as its objective and purposes the following:

- (a) To establish and maintain a facility or facilities for the care of persons suffering from illnesses or disabilities, including but not limited to chemical dependency treatment, mental and behavioral health care and rehabilitation.
- (b). To carry on any educational activities related to rendering care to the clients and families, which in the opinion of the Board of Directors may be justified by the facilities, personnel, funds, or other services that are, or can be made available.
- (c). To promote and carry on research insofar as, in the opinion of the Board of Directors, such research can be carried on in, or in connection with the facility.
- (d). To participate, so far as circumstances may warrant, in any activity designed and carried on to promote the general welfare of the community.
- (e). To engage in any and all types of activities not prohibited by law for the raising and collecting of money, property, and to receive gifts and grants of money and property of every kind and character, and to borrow money for the construction and maintenance of a facility in connection therewith at Rexburg, County of Madison, Idaho.
- (f). To take, own, hold, deal in, mortgage, lease, sell, exchange, transfer, or in any manner dispose of any property, leaseholds and 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 franchised, privileges and licenses necessary , convenient or appropriate for any of the purposes herein expressed.

(g). To borrow 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 reason with any person, firm or association, corporation, municipality, body politic, county, state, or government.

(i). 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 herein before set forth, either alone or in association with other corporations, forms 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.

This corporation is organized exclusively for charitable, educational, and rehabilitative purposes as a for profit corporation and its activities shall be conducted for the aforesaid purposes. It shall not be its purpose to engage in carrying propaganda or otherwise attempting to influence legislation.

Sixth:

Membership in the corporation may be acquired in such manner and upon such term and conditions as shall be prescribed by the By-Laws. Membership certificates shall be issued to each member of the corporation upon and in compliance with the other qualifications and conditions of obtaining membership as prescribed by the By-Laws. The membership fee shall be in an amount fixed by the By-Laws. Membership certificates shall only be transferable except to the Corporation, and under such regulations as the By-Laws may prescribe. This corporation is organized with capital stock. The corporation will have authority to issue 200,000 (two hundred thousand) shares of stock. stock will have no par value, and will have no rights fixed to it except as established by the By-Laws.

Seventh:

The management of this corporation shall be vested in the President of the Corporation, who may appoint staff to specific operations of the corporation. These individuals shall be appointed at the annual meeting of the members, or as needed for the proper maintenance of the corporation. This corporation will not have a board of directors.

Eighth:

The annual meeting of the members shall be on the second Wednesday of January of each year, at the time and place as fixed by the By-Laws of the corporation.

Ninth:

The names and addresses of the initial officers are as follows:

Matthew F. Smith
President
347 Randy Drive
Rexburg, Idaho
83440

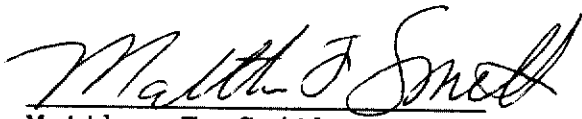
William M. Briggs
Vice President
900 E. 2800 S.
Price, Utah
84501

Marcie Smith
Secretary
347 Randy Drive
Rexburg, Idaho
83440

Vail Codling
Treasurer
561 N. 2000 E.
St. Anthony, Idaho
83445

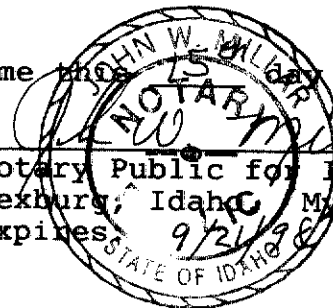
Tenth:

Being first duly sworn, Matthew F. Smith deposes and says that he is the President and incorporator of Family Preservation Inc., that he has read the foregoing Articles of Incorporation of Family Preservation Inc., and knows the contents thereof and as to the matters and things therein alleges, affiant believes the same to be true.



Matthew F. Smith
President

Subscribed and sworn to before me this 15 day of March 1996


Notary Public for Idaho Residing at
Rexburg, Idaho My commission
expires 9/21/98