



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

CONSUMER CREDIT COUNSELING SERVICES OF SOUTHEASTERN IDAHO, 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 _____

CONSUMER CREDIT COUNSELING SERVICES OF SOUTHEASTERN IDAHO, 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 April 24, 19 91.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zabala

Corporation Clerk

ARTICLES OF INCORPORATION OF
CONSUMER CREDIT COUNSELING SERVICES OF SOUTHEASTERN IDAHO, INC.
A NONPROFIT CORPORATION

91 APR 24 AM 8 38

KNOW ALL PERSONS BY THESE PRESENTS:

We, the undersigned, citizens and residents of the State of Idaho and the United States of America, over the age of twenty-one (21), for the purpose of organizing and forming a Nonprofit Corporation under the provisions of the Idaho Nonprofit Corporation Act (Title 30, Chapter 3, Idaho Code, sections 30-301 to 30-322) and all laws amendatory and supplementary, and for such purpose, do hereby associate ourselves and make, sign and acknowledge, certify, adopt and file this certificate and Articles Incorporation for that purpose as follows:

ARTICLE I

The name of this corporation shall be and is Consumer Credit Counseling Services of Southeastern Idaho, Inc.

ARTICLE II

Nonprofit Status

The corporation is nonprofit corporation under the Idaho Nonprofit Corporation Act (Title 30, Chapter 3, Idaho Code, sections 30-301 to 30-322), as hereinafter amended.

This corporation is not organized for pecuniary profit. This corporation shall not have the power to issue certificates of stock or declare dividends; no part of the net earnings or assets (if any) of the corporation shall inure to the benefit of, be distributable to, nor shall dividends be paid to, any member,

director, officer, or any other private person at any time whatsoever. Provided that, the corporation shall have the power to pay reasonable compensation for services rendered and to make payments and distributions in accordance with the corporate purposes set forth herein.

No 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 (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 Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Dissolution of Corporation

In the event of the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, distribute its remaining net assets to one or more organizations operated exclusively for charitable, educational, religious, or scientific purposes, as shall at that time qualify as such under Internal

Revenue Code Section 501(c)(3). Any such assets not so distributed shall be disposed of as the Circuit Court of the County of City in which the principal office of the corporation is then located.

ARTICLE III

Duration

The period of the duration of this corporation is unlimited and of perpetual duration.

ARTICLE IV

Purposes

The corporation is organized for the purpose of conducting any or all lawful business and affairs not required to be specifically stated herein, for which non-stock corporations may be incorporated under Idaho law including, but not limited to the following:

1. To educate, counsel and advise debtors with regard to the intelligent use of consumer credit and the careful budgeting and management of money;

2. To negotiate with creditors on behalf of debtors for the purpose of designing and administering debt liquidation plans and distributing payments;

3. To render all other advice and services related to the above.

ARTICLE V

Membership

Section One. The corporation is to have members.

Section Two. The members of the corporation shall not be personally liable for the debts, liabilities or obligations of the

corporation; Idaho Code §30-308.

Section Three. The management of the affairs of the corporation shall not be managed by the members but shall instead be managed by a board of directors elected by the members.

Section Four. The qualifications, voting rights, and other pertinent matters regarding membership in the corporation shall be specified in Bylaws of the corporation.

ARTICLE VI

Street Address of Office and Agent

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

Johnson Olson, Chartered
Spaulding Building
109 N. Arthur, Suite 303
P. O. Box 1725
Pocatello, Idaho 83204

The name of the corporation's initial registered agent at this address is: Charles Johnson, III.

ARTICLE VII

Initial Directors of Corporation

The number of directors shall not be less than the minimum number prescribed by law and shall be fixed in the by-laws of the corporation, except as to the first Board of Directors which shall be fixed herein. The first Board of Directors shall consist of directors and the names and addresses of the persons who are to serve as the initial directors until the first annual election of the directors.

The directors shall subsequently be elected upon adoption of a resolution by the vote of a majority in office at the annual meeting of the Board of Directors. The President of the corporation shall be an ex officio director.

The number of directors constituting the initial board of directors shall be three (3). The names and addresses of the persons who are appointed to act in the capacity of Directors until the election of their successors are:

- | | |
|-------------------|--|
| 1. Norman Spencer | P. O. Box 1450
Pocatello, Idaho 83204 |
| 2. Tim Jelke | 475 Yellowstone Avenue
Pocatello, Idaho 83201 |
| 3. Amy Clegg | 324 S. Main
Pocatello, Idaho 83201 |

ARTICLE VIII

Management of Corporation by Directors

Section One. The management of all the affairs and business of the Corporation shall be vested in the Board of Directors.

Section Two. The number, classification, qualifications, powers, duties, terms of office, manner of election and times and places for (and quorum at) meetings of the Board of Directors shall be prescribed by the Board of Directors and recorded in the Bylaws of the Corporation.

The Board of Directors may adopt any other Bylaws by a majority vote that will further the purposes of the Corporation as established herein.

Section Three. All actions by the corporation shall be decided upon by a MAJORITY VOTE of the Board of Directors and placed in Records of the Corporation in the form of a RESOLUTION.

Section Four. 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

Indemnification and Insurance for Directors

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that such person is or was a Director, officer, employee, or authorized agent of the corporation shall be indemnified and held harmless by this corporation, pursuant to Idaho law including Idaho Code §30-1-59(2) and §30-322, against any and all reasonable expenses, including attorney fees, incurred in connection with the defense or settlement of such action, suit or proceeding; except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such person is liable for intentional misconduct, knowing violation of the law, receipt of improper benefits or money, gross negligence with bad faith, or when the board of directors by two-thirds (2/3) vote shall otherwise deem such indemnification improper.

The Board of Directors may establish insurance to ensure this indemnification, as they should deem necessary, in the Bylaws of the Corporation.

ARTICLE X

Incorporators

The name and address of each incorporator of the corporation is as follows:

1. Norman Spencer P. O. Box 1450
Pocatello, Idaho 83204
2. Tim Jelke 475 Yellowstone Avenue
Pocatello, Idaho 83201
3. Amy Clegg 324 S. Main
Pocatello, Idaho 83201

IN WITNESS WHEREOF, the following persons acknowledge that they are residents of the State of Idaho and have joined together with those others hereto signed to incorporate this corporation as a nonprofit corporation.



Norman Spencer



Tim Jelke



Amy Clegg

STATE OF IDAHO)
) ss.
County of Bannock)

On this 19th day of April, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared NORMAN SPENCER, TIM JELKE, and AMY CLEGG, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

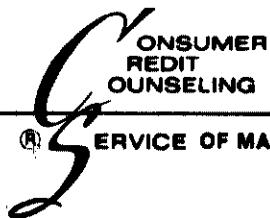
(SEAL)



NOTARY PUBLIC FOR IDAHO

Residing at Pocatello

My commission expires: May 1994



RECEIVED

SEC. 0106 DATE 800 Falls Ave, Suite 11 • P.O. Box 1085
Twin Falls, Idaho 83303 • (208) 733-0586

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April 23, 1991

State of Idaho
Secretary of State
Corporation Clerk
P.O. Box 203
Boise, ID 83720

To Whom it May Concern:

As Executive Director of Consumer Credit Counseling Service of Magic Valley, Inc. I consent and agree to the use of the name: Consumer Credit Counseling Services of South Eastern Idaho, Inc. by the Consumer Credit Counseling Service being started in Pocatello. I agree to the use of this name with the understanding that the service will remain a non-profit service affiliated with the National Foundation for Consumer Credit, Inc..

Sincerely yours;
CONSUMER CREDIT COUNSELING SERVICE
of Magic Valley, Inc.

Pat Richards

Pat Richards
Executive Director

pr

cc: Charley Johnson
Larry Winthrop, AWCCS