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NOTARIAL PUBLIC

ARTICLES OF INCORPORATION OF COMMUNITY-ELDERING INSTITUTE, INC.

ARTICLE I CORPORATE NAME

The name of the Corporation shall be **Community-Eldering Institute, Inc.**

ARTICLE II NON-PROFIT STATUS

The Corporation is a non-profit Corporation.

ARTICLE III DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office is 39733 Waha Lake Road, Lewiston, Idaho 83501, and the name of the initial registered agent at this address is David F. Bash III.

ARTICLE V PURPOSES

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

A. To promote activities that empower individuals and groups to re-conceptualize the aging process and to develop the skills for conscious and successful living.

ARTICLES OF INCORPORATION OF
COMMUNITY-ELDERING INSTITUTE, INC. - 1
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10/25/2004 05:00
CK: 5536 CT: 9686 BH: 773878
Crisan, 30.00 & Dols 20.00 P.I. INC MONP # 2
P.O. Drawer 835, Lewiston, ID 83501
(208) 743-1516; Fax: (208) 746-2231

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B. To be pathfinders for developing and living community-eldering in our region.

C. To give voice to elders and a place for them to continue their contemplative inquiries.

D. To support and promote the assets and positive aspects of aging.

E. To establish elder-friendly communities, lifelong learning and development centers, and increased prospects for meaningful volunteering and post-retirement employment opportunities.

F. 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 anything 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 Idaho Non-Profit Corporation Act, or any amendment thereto or substitute therefor, may, not at that time, lawfully carry on or perform.

ARTICLE VI LIMITATIONS

No part of the net earnings or the assets 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 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 (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 Section 501(c)(3) of the Internal Revenue Code, as amended from time to time.

ARTICLE 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 granted to the Board of Directors of the Corporation by these Articles and the Bylaws. Any person may become a member of the Corporation upon compliance with the member requirements set forth in the Bylaws.

ARTICLE VIII BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation managed under the discretion of its Board of Directors. The Board of Directors shall consist of six (6) 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 elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

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

<u>NAME</u>	<u>ADDRESS</u>
David F. Bash III	39733 Waha Lake Road Lewiston, ID 83501
Ray Rosch	817-A Sixth Street Clarkston, WA 99403
Willow Pounds	747 Riverview Blvd. Clarkston, WA 99403
Jane Clear	1100 8 th Street Clarkston, WA 99403
Jenny Zorens	511 Prospect Avenue Lewiston, ID 83501
Barbara Jean Glodowski	HC3, Box 80 Cottonwood, ID 83522

ARTICLES IX DISTRIBUTION ON DISSOLUTION

Upon 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 Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, in such manner as the Board of Directors shall determine. 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.

ARTICLE X INCORPORATOR

The name and street address of the incorporator is as follows:

NAME

ADDRESS

David F. Bash III

39733 Waha Lake Road
Lewiston, ID 83501

ARTICLE XI BYLAWS

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

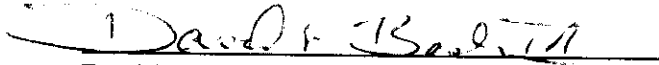
ARTICLE XII INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee, or agent of the Corporation who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he is or was an officer, director, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, director, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no

reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Furthermore, the Corporation shall indemnify any officer, director, employee or agent who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was an officer, director, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, director, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him, in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

DATED This 28th day of September, 2004.


David F. Bash III, Incorporator