



CERTIFICATE OF INCORPORATION
OF

INDEPENDENCE ACHIEVEMENT, INC.

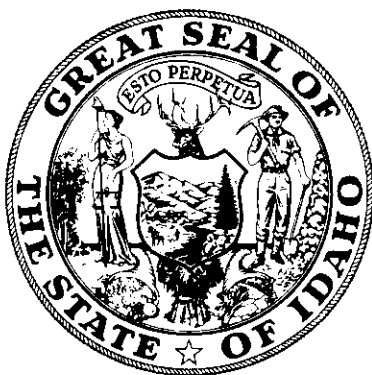
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

INDEPENDENCE ACHIEVEMENT, 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 June 30, 19 86.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF INDEPENDENCE ACHIEVEMENT INC.
A Non-Profit Corporation

JUL 30 3 43 PM '86
CLERK OF STATE

WE ALL PERSONS, THESE PRESENT:

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 non-profit corporation under the provision of the Idaho Non-Profit Corporation Act (Title 30, Chapter 3, Idaho Code, Sections 30-301 to 30-332) and all other pertinent laws of the State of Idaho, do hereby associate themselves and adopt the following articles of incorporation:

ARTICLE I

Name of Corporation:

The name of this Corporation is: Independence Achievement, Inc.

ARTICLE II

Non-Profit Status:

The Corporation is a non-profit corporation under the Idaho Non-Profit Corporation Act (Title 30, Chapter 3, Idaho Code, Sections 30-301 to 30-332).

The 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 (if any) of the Corporation shall inure to the benefit of, be distributed to, nor shall dividends be paid to, any member, director, officer, or any other private person. Provided that, the Corporation shall have the power to pay reasonable compensation of services rendered and to make payments and distributions in accordance with the Corporate purposes set forth in Article IV, below.

ARTICLE III

Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE IV

Purposes

The purposes for which the Corporation is organized are as follows:

- I. To develop and implement a vocational continuum for persons with chronic mental illnesses. That is, to develop and implement training, job opportunities, and contract procurement services for persons with chronic mental illnesses.
- II. The Corporation may additionally develop and implement residential services for persons with chronic mental illnesses.

ARTICLE V
Membership

The Corporation is to have one class of members. The manner of election or appointment and qualifications and rights of members shall be set forth in the by-laws of the Corporation. Instruments, evidence, and membership, if any, will be set forth, established, and issued pertinent to the by-laws of the Corporation. Provisions for meeting of the members shall be set forth in the by-laws of the Corporation.

ARTICLE VI
Street Address of Office and Agent

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

Independence Achievement, Inc.
511 Highland
Boise, ID 83706

The name of the Corporation's initial registered Agent at this address is:

Dr. Lynn F. Ellis

ARTICLE VII
Directors of Corporation

The number of Directors constituting the initial Board of Directors shall be:

Five (5). However, a Board of Directors may allow any and all persons or committees of such person that they define to attend meetings and otherwise assist in management of the Corporation.

The names and addresses of the persons who are appointed to act in the capacity of Directors until the election of their successors are:

Lynn F. Ellis, Ph.D.
2309 Mountain View Dr.
Boise, ID 83706

Douglas Marquette
1365 N. Orchard #162
Boise, ID 83706

Rebecca Foote
1320 W. State
Boise, ID 83702

Clyde Koontz
9090 Covey Hill Ct.
Boise, ID 83709

John Wilson, Ph.D.
2127 Toluka Way
Boise, ID 83702

The Board of Directors shall be elected by the members of the Corporation at an annual meeting. The annual meeting (including the first annual meeting) will be held on dates and times specified in the by-laws of the Corporation.

ARTICLE VIII
Management of Corporation by Directors

1. The management of all affairs and business of the Corporation shall be vested in the Board of Directors.
2. The number, qualifications, powers, duties, terms of office, manner of election, the time and places for meetings of the Board of Directors shall be prescribed by the Board of Directors and recorded in the by-laws of the Corporation.
3. The Board of Directors may adopt by-laws by a majority vote that will further the purposes of the Corporation as established in Article IV.
4. These Articles of Incorporation, and the by-laws of the Corporation, may be amended by a majority vote of the membership.
5. All actions by the Corporation shall be decided upon by a majority vote of the Board of Directors and placed in the records of the Corporation in the form of a resolution. Provided, that all major corporate activities, including but not limited to those in Article IV, sections 1 and 2 above, shall only be considered after written notice to the members of the Board of Directors, unless such written notice has been explicitly waived at that Board of Directors meeting.
6. The officers of the Corporation shall be designated, deemed, elected, or appointed in a manner to be prescribed in the by-laws of the Corporation.

ARTICLE IX
Termination of Corporation

The Corporation may be terminated and dissolved and will cease to exist upon a majority vote of the membership.

Upon termination and dissolution, the balance (if any) of monies received by the Corporation for operations, after payment in full of all operating expenses, debts, and obligations of the Corporation of whatever kind or nature, shall be used for a purpose consistent with Article IV above.

ARTICLE X
Indemnification of Insurance for Directors

Any person (the heirs, executors, and administrators of such person) made or threatened to be made party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation 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 shall be adjudged in such action, suit or proceeding that the Director is liable for negligence or misconduct.

The Board of Directors shall establish insurance to ensure this indemnification, as they deem necessary in the by-laws of the Corporation.

ARTICLE XI
Incorporators

The name and address of each Incorporator of the Corporation is as follows:

Karl Jeppesen
5306 Dakota
Boise, ID 83709

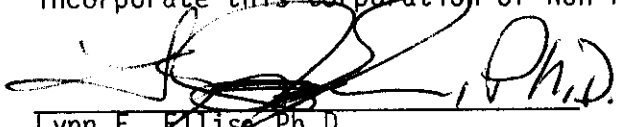
Judith Agenbroad
Mayfield Stage
Boise, ID 83706


Rebecca Foote
1320 W. State
Boise, ID 83702

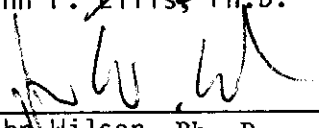
John Wilson, Ph.D.
2127 Toluka Way
Boise, ID 83702

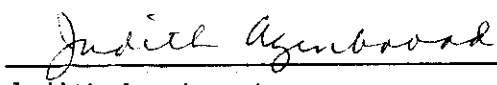
Lynn F. Ellis, Ph.D.
2309 Mountain View Dr.
Boise, ID 83706

In witness whereof, the following person acknowledges that he is a resident of the State of Idaho and is joined together with those others hereto to incorporate this Corporation of Non-Profit Corporation.


Lynn F. Ellis, Ph.D.

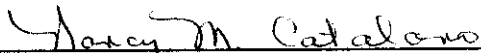

Rebecca Foote


John Wilson, Ph. D.


Judith Agenbroad


Karl Jeppesen

SUBSCRIBED and SWORN to before me this 19th day of June, 1986.


Notary Public, State of Idaho
County of: Ada
Comm. Expires: May 1988