



CERTIFICATE OF INCORPORATION  
OF

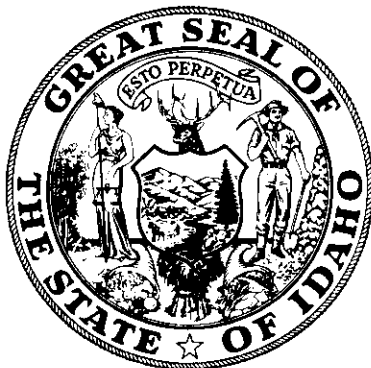
EMPLOYMENT RESOURCES, INC.

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 \_\_\_\_\_  
EMPLOYMENT RESOURCES, 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 \_\_\_\_\_ January 26 \_\_\_\_\_, 19 83 .



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
EMPLOYMENT RESOURCES, INC.

A Non-Profit Corporation

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are of full age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under and pursuant to Idaho Code, Sec. 30-301, et. seq., and we do hereby certify:

ARTICLE I

The name of the corporation shall be EMPLOYMENT RESOURCES, INC. The corporation shall be a non-profit corporation.

ARTICLE II

Subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

ARTICLE III

The purposes for which this corporation is formed are:

1. To provide employment services for the unemployed, underemployed, and others suffering financial difficulties with a view to improving their employment by providing job referrals, job education, and transportation for employment.

2. To provide facilities for education, health and welfare services.

3. To cooperate with the various and several organizations providing educational, health and welfare services such as, but not restricted to, mental health associations, mental retardation associations, day care centers, school districts, churches, city, county, state and federal employment, education, health and welfare agencies and any other agency dealing with employment, educational, health or welfare services.

4. For the accomplishment of the aforementioned purposes, the corporation may:

(a) Receive monies, equipment, property, or labor from any source including, but not limited to, private sources, governmental sources, or whatever, and purchase, convey, mortgage and lease all kinds of real and personal property or otherwise use the funds.

(b) Borrow money and draw, make, accept, endorse, assign, guarantee, execute and issue notes, checks, drafts, bonds, debentures, negotiable instruments and other instruments for the payment of money and mortgage or pledge its property to secure such obligations.

(c) Loan money and accept notes, checks, drafts, bonds, debentures, negotiable instruments and other instruments for the payment of money and receive mortgages or pledges of property to secure such obligations accepted.

6. To do all things necessary, essential, convenient, or proper for the accomplishment of any and all of the aforementioned purposes for the attainment of any and all of the objects above mentioned, or incident to the powers herein named, or which shall have at any time appeared to be conducive or expedient or beneficial to the corporation, and to such end to have any and all powers conferred upon non-profit cooperative associations and corporations organized under the statutes of the State of Idaho as now constituted and as may be provided by future amendments thereto.

7. To exercise and perform all of the above described powers both within and without the State of Idaho.

#### ARTICLE IV

This corporation is organized exclusively for charitable, education, and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

#### ARTICLE V

The location of the initial registered office of said corporation shall be 1330 Alameda Avenue, Idaho Falls, Idaho. The initial registered agent at such address is David Saunders.

#### ARTICLE VI

No part of the net earnings of the corporation shall inure

to the benefit of, or be distributable to, its members, 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 III and IV 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 (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### ARTICLE VII

Upon 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, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corres-

ponding provision of any future United States Internal Revenue law), as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the State Judicial District of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE VIII

The rights and interests of all members of this corporation shall be equal and no members shall have or acquire a greater interest than any other member. This corporation shall not issue any capital stock, but shall issue membership certificates to each member thereof, which certificate cannot be assigned so that the transferee thereof can by such transfer become a member of the association, except by a resolution of the board of directors and under such regulations as the by-laws of this corporation may prescribe.

#### ARTICLE IX

The number of directors of this corporation shall be not less than three nor more than twelve and within said limits the number of directors shall be established by the by-laws with the directors to be elected annually. The number of directors shall be three. The initial directors shall be David Saunders, Eileen Saunders and Royce B. Lee.

#### ARTICLE X

These articles may be amended at a meeting of the members duly called upon notice of the specific purpose by the vote of the majority of the members of the corporation. Any amendment which might be adopted at a meeting of the members as provided herein may be adopted without such meeting being held if written consent to the amendment has been given by all members entitled to vote thereon as provided in this section.

#### ARTICLE XI

The by-laws of this corporation may be altered, amended, or new by-laws adopted at any regular meeting or at any special meeting of the members thereof, called for that purpose, by the affirmative vote of two-thirds of the members present at such meeting; provided, that a quorum as specified in the by-laws is present.

#### ARTICLE XII

The names and post office addresses of the incorporators are as follows:

David Saunders	1330 Alameda Avenue Idaho Falls, Idaho 83401
Eileen Saunders	1330 Alameda Avenue Idaho Falls, Idaho 83401
Royce B. Lee	1987 Ririe Circle Idaho Falls, Idaho 83401

IN WITNESS WHEREOF, we have hereunto set our hands  
and seals this 6th day of December, 1982.

David Saunders  
David Saunders

Eileen Saunders  
Eileen Saunders

Royce B. Lee  
Royce B. Lee

STATE OF IDAHO )  
County of Bonneville ) ss.

On this 6th day of December, 1982,  
before me, the undersigned, a Notary Public in and for said  
State, personally appeared DAVID SAUNDERS, known to me to be  
the person whose name is subscribed to the within instrument, and  
acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal.

(Seal)

Harlow J. Haman  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
My Commission Expires: Lifetime



STATE OF IDAHO )  
County of Bonneville ) ss.

On this 6th day of December, 1982,  
before me, the undersigned, a Notary Public in and for said  
State, personally appeared EILEEN SAUNDERS, known to me to be  
the person whose name is subscribed to the within instrument, and  
acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal.

(Seal)

*Harlow M. Hanna*

Notary Public for Idaho

Residing at Idaho Falls

My Commission Expires: Lifetime

STATE OF IDAHO )  
County of Bonneville ) ss.

On this 6th day of December, 1982,  
before me, the undersigned, a Notary Public in and for said  
State, personally appeared ROYCE B. LEE, known to me to be  
the person whose name is subscribed to the within instrument, and  
acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal.

(Seal)

*Harlow M. Hanna*

Notary Public for Idaho

Residing at Idaho Falls

My Commission Expires: Lifetime