

**FILED EFFECTIVE ARTICLES OF INCORPORATION OF**

2003 SEP -8 AM 9:20

**SS CORPORATION**

STATE OF IDAHO

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KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned incorporator, being a natural person of full age and a citizen of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the Idaho Business Corporation Act and such other laws of the State of Idaho as are pertinent, do hereby certify as follows:

**ARTICLE I - NAME**

The name of the corporation is SS Corporation.

**ARTICLE II - DURATION**

The corporation shall have perpetual existence.

**ARTICLE III - REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this corporation is 2217 Gail Drive, Pocatello, Idaho 83201, and the initial registered agent is Robert Adam Tucker.

**ARTICLE IV - PURPOSE**

1. To provide therapy to people with developmental disabilities.
2. To hire and employ agents, servants and employees, and to enter into agreements of employment and to act as agent, contractor, teacher or otherwise, either alone or in cooperation with others.
3. To promote or aid in any manner, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts or other obligations.
4. To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or government subdivision or agency.
5. To carry on any business that this corporation may deem proper or convenient in connection with any of the foregoing purposes, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to exercise all powers conferred by the law of the state of Idaho or corporations formed under the laws pursuant to which this corporation is formed, as such laws are now in effect or may be substituted hereafter.

and to do any and all things set forth above to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

The above statement of purposes shall be construed as a statement of both purposes and powers, and shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, not be limited to or restricted by any term or provision of any other clause, and shall be received not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the corporation's general powers, but are in furtherance of, and in addition to, and not in limitation, of the corporation's general powers.

#### **ARTICLE V - SHARES**

The authorized amount of capital of this corporation shall be 100 shares of common stock, which stock shall not be issued until paid for and once so issued shall not be subject to assessment. There shall be only one class of stock.

#### **ARTICLE VI - PREEMPTIVE AND PREFERENTIAL RIGHTS**

The stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, and to any obligation of the corporation convertible into stock. Any stock or obligations convertible into stock issued by the corporation shall be first offered to the stockholder of the corporation.

#### **ARTICLE VII - DIRECTORS**

The number of Directors of the corporation shall be as specified in the Bylaws and the number of Directors may, from time to time, be increased or decreased as may be provided by the Bylaws; provided, however, that the number of the Directors constituting the Board shall not be fewer than the number required by law.

The initial Board of Directors shall consist of two (2) Directors, who shall serve until successors are hereafter elected and qualify, and who shall be:

<b><u>Name</u></b>	<b><u>Address</u></b>
Pamela J. Tucker	651 Woodview Terrace Fremont, California 94539
Robert Adam Tucker	2217 Gail Drive Pocatello, Idaho 83201

### **ARTICLE VIII - SHAREHOLDER LIABILITY**

Without limiting Idaho law in any way, the private property of the stockholders of the corporation shall not be subject to the payment of corporate debts; the corporate assets shall not be subject to personal debts of the stockholders; the share of the corporation shall not be subject to the payment of corporate debts; and the shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or otherwise paying debts or discharging obligations of the corporation.

### **ARTICLE IX - S CORPORATION**

In the event the stockholder of the corporation ever elect to be taxed pursuant to the S Corporation provisions of the Internal Revenue Code of 1986, as an ("Election"), then, to the extent allowed by law, the corporation and the Board of Directors will each year, on or before the due date(s) for estimated payment(s) of federal and applicable state and local income taxes, pay to the shareholders, by way of salary, bonus, dividend, or otherwise, sufficient money for each shareholder to pay the federal and applicable state and local income taxes due for the applicable time periods. In the event of an election, neither any shareholder nor any of the officers of the corporation may, without the prior written consent of the record holders of more than fifty-one percent (51%) of the then outstanding shares, make or effect any transfer of the shares of stock in the corporation that would cause a termination or invalidation of the election.

### **ARTICLE X - INCORPORATOR**

The name and address of each incorporator are:

Pamela J. Tucker  
651 Woodview Terrace  
Fremont, California 94539

IN WITNESS WHEREOF, I have signed duplicate originals of these Articles of  
Incorporation, this 14<sup>th</sup> day of September, 2003.

  
Pamela J. Tucker, Incorporator