



CERTIFICATE OF INCORPORATION
OF

direction, 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 _____

direction, 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 16, 19 80.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF '00 JAN 16 AM 8 39

direction, inc.

SECRETARY OF
STATE

We, the undersigned residents of the State of Idaho, being twenty-one years or more of age, do hereby associate ourselves together for the purpose of forming a corporation under the statutes of the State of Idaho.

ARTICLE ONE

NAME

The name of the corporation shall be direction, inc., and its location shall be Box 332, Mink Creek Rd., City of Pocatello, County of Bannock, State of Idaho. Said corporation shall be a non-profit corporation.

ARTICLE TWO

DURATION

The period of duration of this nonprofit corporation shall be perpetual.

ARTICLE THREE

PURPOSE CLAUSE

The business and purpose of this corporation shall be as set forth in the Idaho Non-Profit Corporation Act.

ARTICLE FOUR

NONSTOCK CORPORATION

The corporation shall be nonstock, and no dividends or pecuniary profits shall be declared or paid.

ARTICLE FIVE

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one, and the name and address of the person who is to serve as initial director is as follows:

Gail Anderson
Box 332
Mink Creek Rd.
Pocatello, Idaho 83201

ARTICLE SIX

ELECTION OF DIRECTORS

The manner in which the directors are to be seated is as follows: Appointed by the Founder, Gail Anderson, or by her appointed or elected successor, as set forth in the By-laws.

ARTICLE SEVEN

CORPORATE OFFICERS AND THEIR FUNCTIONS

The general officers of the corporation shall be president, vice-president, secretary, and treasurer, and such other officers as may be deemed necessary.

The principal duties of the president shall be to preside at all meetings of the members of the board of directors and to have a general supervision of the affairs of the corporation.

The principal duties of the vice-president shall be to discharge the duties of the president in the event of absence or disability, for any cause whatsoever, of the president.

The principal duties of the secretary shall be to countersign all deeds, leases, and conveyances executed by the corporation, affix the seal of the corporation thereto and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the board of directors, and to safely and systematically keep all books, papers, records, and documents belonging to the corporation, or in any way pertaining to the business thereof, except the books and records incidental to the duties of the treasurer.

The principal duties of the treasurer shall be to keep an account of all monies, credits, and property of any and every nature of the corporation which shall come into his hands, and to keep an accurate account of all monies received and disbursed and of proper vouchers for monies disbursed, and to render such accounts, statements, and inventories of monies received and disbursed and of money and property on hand, and generally of all matters pertaining to his office, as shall be required by the board of directors.

The board of directors may provide for the appointment of such additional officers as they may deem for the best interest of the corporation.

Whenever the board of directors may so order, any two officers, the duties of which do not conflict, may be held by one person.

The officers shall perform such additional or different duties as shall from time to time be imposed or required by the board of directors, or as may be prescribed from time to time by the bylaws.

ARTICLE EIGHT

ELECTION OF OFFICERS

The officers shall be elected by the directors, who shall first be appointed by the founder of the corporation, Gail Anderson, or her appointed or elected successor.

ARTICLE NINE

MEMBERS

The corporation shall have no members.

ARTICLE TEN

AMENDMENTS

These articles may be amended in the manner provided by statute at the time of amendment.

ARTICLE ELEVEN

INCORPORATORS

The names and residences of the persons forming this corporation are as follows:

Gail Anderson
Box 332, Mink Creek Rd.
Pocatello, Idaho 83201


Crystal B. Clayton
942 Berryman Rd.
Pocatello, Idaho 83201

Steven G. Wood
Box 364A, Mink Creek Rd.
Pocatello, Idaho 83201

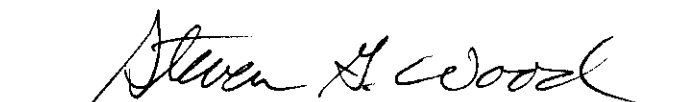
ARTICLE TWELVE

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office shall be Box 332, Mink Creek Rd., Pocatello, Idaho. Its initial registered agent at such address shall be Gail Anderson.


GAIL ANDERSON


CRYSTAL B. CLAYTON


STEVEN G. WOOD

STATE OF IDAHO)
) SS
COUNTY OF BANNOCK)

On this 15 day of January, 1980, before me,
a Notary Public in and for said County and State, personally
appeared GAIL ANDERSON, CRYSTAL B. CLAYTON, and STEVEN G.
WOOD, 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 this day and year first above
written.

Alayne Barger
NOTARY PUBLIC FOR IDAHO
RESIDING AT POCA TELLO, IDAHO