

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

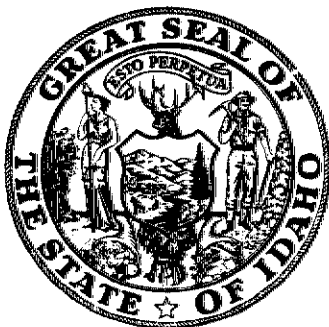
J.B.C. AND ASSOCIATES, INC.

File number C 119714

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 J.B.C. AND ASSOCIATES, 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 4, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

Shirley J. Clark

(NONPROFIT CORPORATION WITH MEMBERS)

ARTICLES OF INCORPORATION

OF

J.B.C. AND ASSOCIATES, INC.

97 JUN -4 AM 8:42

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME.

The name of the corporation is J.B.C. and Associates, Inc.

ARTICLE II. NONPROFIT STATUS.

The Corporation is a nonprofit corporation.

IDAHO SECRETARY OF STATE
DATE 06/04/1997
0900 98629 2
CK #: 2372 CUST# 82384
INC NONP 10 30.00= 30.00

ARTICLE III. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

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ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is in the City of Moscow, County of Latah, State of Idaho. The name of the initial registered agent is John B. Crout, and the initial registered office is 1425 S. Mountainview Rd., Moscow, Idaho 83843.

ARTICLE V. PURPOSES.

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

A. To provide services necessary to improve the skills, quality and marketability of students, ages 14 through 21, by establishing a universal training system of vocational, educational, and social skills through an entry-level business environment. Our mission is to develop and nurture quality work ethics, professionalism, perseverance and self-confidence to promote and achieve positive integration into society.

B. To be charitable, educational, or scientific in nature within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501 (c) (3).

C. 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 any other thing 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 Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI. POWERS.

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Act.

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 that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

ARTICLE VIII. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than five (5) nor more than twelve (12) individuals, each of whom, at all times, shall be a member of the Corporation. 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 by the existing members 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:

John B. Crout
1425 S. Mountainview Rd.
Moscow, ID 83843

Jeannie Wetmore-Jones
515 Grant Ct.
Moscow, ID 83843

Marcia Cooke
1642 Damen
Moscow, ID 83843

Gerald Weitz
1348 Saddle Ridge Rd.
Viola, ID 83872

Jim Christiansen
815 6th St.
Moscow, ID 83843

ARTICLE IX. MEMBERSHIP DUES.

Membership dues may be charged to all members or classes of membership in different amounts or proportions upon different members or classes of membership, and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is

authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE X. RESTRICTIONS.

No part of the net earnings or the assets 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 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 of 1986, as amended from time to time.

ARTICLE XI. INDEMNIFICATION.

The Corporation shall indemnify a person who was, is or is threatened to be made a defendant or respondent in litigation or other proceedings because the person is or was a director in accordance with the provisions of the Act governing indemnification. The Corporation may also purchase and maintain insurance or other arrangement on behalf of the directors and officers of the Corporation against any liability asserted against them and incurred by them in such capacity or arising out of their status as such a person, whether or not the Corporation would have the power to indemnify them against that liability under this Article.

ARTICLE XII. AMENDMENT.

These Articles of Incorporation may be amended from time to time as provided by the statute or the bylaws of the Corporation, provided, however, that no amendment shall be made which would alter the purposes for which the Corporation is organized as set forth in Article V, or would cause any benefit to inure to any officer, director, incorporator or member.

ARTICLE XIII. 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 of 1986, 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

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ARTICLE XIV. INCORPORATOR.

The name and street address of the incorporator is

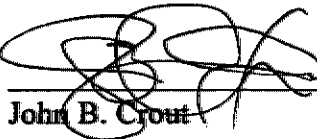
John B. Crout
1425 S. Mountainview Rd.
Moscow, ID 83843

ARTICLE XV. BYLAWS.

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

I, the undersigned, hereby execute these Articles of Incorporation.

Dated on this 30 day of May, 1997.



John B. Crout