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99 MAY 19 AM 9:00

SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION  
of  
Baxter and Elliott, Inc.

TO: The Secretary of State of Idaho

The undersigned, natural person of legal age, acting as incorporator of a corporation under the Business Corporation Law of the State of Idaho, adopt the following Articles of Incorporation for such corporation.

ARTICLE ONE-NAME

Baxter and Elliott, Inc.

ARTICLE TWO-DURATION

The existence of this corporation will be perpetual. Baxter and Elliott, Inc. will continue to operate without interruption for any reason unless : The Board of Directors makes a recommendation to dissolve it; or all the shareholders, by written consent, choose to cease business; or two-thirds of the shareholders with voting powers elect to discontinue the enterprise.

ARTICLE THREE-PURPOSE

To own, operate, manage, and perform all tasks customarily related to a service delivery agency. To engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporations Act, including, but not limited to, case management, service coordination, behavioral intervention, and other closely related services to individuals that are Developmentally Delayed, Mentally Ill, and their families.

ARTICLE FOUR-DISTRIBUTION OF STOCK

The aggregate number of shares which the corporation shall have authority to issue is 100 in number, all in one class, ten dollars par value. Said shares of stock shall be fully paid for before issued and after issuance shall be nonassessable. Shareholder shall have a preemptive right to acquire unissued or treasury shares under such terms and conditions as the Board of Directors may fix for the purpose of providing a fair and reasonable opportunity for the exercise of such right. Such preemptive right shall exist in all events, including, but not limited to:

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- a) To acquire any shares issued to directors, officers or employees;  
b) To acquire any shares sold otherwise than for cash; and  
c) To acquire any shares issued to satisfy conversion or option rights granted by the corporation on previously authorized sales.

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ARTICLE FIVE--LOCATION

The location and address of the initial registered office of the corporation is 8050 Westview Dr., Coeur d' Alene, Idaho 83815. The name of its initial registered agent at such address is Jennifer J. Elliott.

ARTICLE SIX--INCORPORATOR

The name and address of the incorporator is

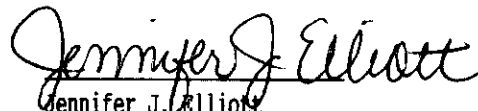
NAME	ADDRESS
Jennifer J. Elliott	8050 Westview Dr. Coeur d' Alene, Idaho 83815

ARTICLE SEVEN--BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is three, and the names and addresses of the persons who are to serve as Directors or until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Jennifer J. Elliott	30435 N. Alice Ct. Athol, Idaho 83801
Cheri A. Baxter	8050 Westview Dr. Coeur d' Alene, Idaho 83815
James Baxter	8050 Westview Dr. Coeur d' Alene, Idaho 83815

IN WITNESS WHEREOF, I shall hereunto set my hand and seal this \_\_\_\_ day of May, 1999.

  
Jennifer J. Elliott  
Incorporator