

**FILED**

**ARTICLES OF INCORPORATION  
FOR  
FAMILY & CHILDREN'S RESOURCES INC.**

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SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLE 1- CORPORATE NAME**

The name of this non-profit corporation shall be **FAMILY & CHILDREN'S RESOURCES INC.**

**ARTICLE 2 - PURPOSE**

The corporation is formed and organized as a health care provider, and shall be operated exclusively for such health care purposes as authorized within the meaning of section 501(c)(3) of the Internal Revenue Code (the "Code"); and/or for the transaction of any lawful activity within the meaning of section 501(c)(3) of the Code.

**ARTICLE 3 - BOARD OF DIRECTORS**

The qualifications, manner of selection, duties, terms and other matters relating to the Board of Directors shall be provided in the bylaws adopted by the initial Board of Directors. The initial Board of Directors shall consist of 3 persons. The number of Directors may be increased or decreased by adoption or amendment of the bylaws. In electing Directors, voting members (as defined in the bylaws) shall not be permitted to cumulate their votes by giving one candidate as many votes as the number of directors to be elected or by distributing the same number of votes among any number of candidates. The initial Board of Directors shall consist of the following persons at the following addresses:

Laura Chugg	Felicia Lundgren	Sally Fitzgerald
542 N. Garfield	532 W. Wyeth	542 N. Garfield
Pocatello, Id. 83204	Pocatello Id. 83204	Pocatello, Id. 83204

**ARTICLE 4 - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is *542 N. Garfield #2*  
*Poc. Id. 83204* The name of the initial registered agent at this office is **Laura Chugg**

**ARTICLE 5 - INCORPORATORS**

The name and street address of the incorporators is:

**FAMILY & CHILDREN'S RESOURCES INC.  
542 N. Garfield #2  
Pocatello, Idaho 83204  
IDAHO SECRETARY OF STATE**

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**ARTICLE 6 - MEMBERSHIP**

The Corporation shall have one or more classes of members as provided in the bylaws of the Corporation.

## **ARTICLE 7 - NONPROFIT CORPORATION**

The corporation is a nonprofit corporation formed under the laws of the State of Idaho. Upon dissolution, all of the corporation's assets shall be distributed to the State of Idaho or an organization exempt from taxes under section 501(c)(3) of the Internal Revenue Code (the "Code").

## **ARTICLE 8 - POWERS**

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

## **ARTICLE 9 - RESTRICTIONS AND REQUIREMENTS**

The Corporation shall not pay dividends or other corporate income to its directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above.

## **ARTICLE 10- LIMITATION ON LIABILITY OF DIRECTORS**

A director is not liable to the corporation for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Idaho.

## **ARTICLE 11 - INDEMNIFICATION**

The Corporation shall indemnify a person who was, is, or is threatened to be made a named 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 12 - CONSTRUCTION**

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or on their successors, as they may be amended from time to time.

## **ARTICLE 13 - 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 2, or would cause any benefit to inure to any officer, director, incorporator or member.

## ARTICLE 14 - RESTRICTION ON DISSOLUTION

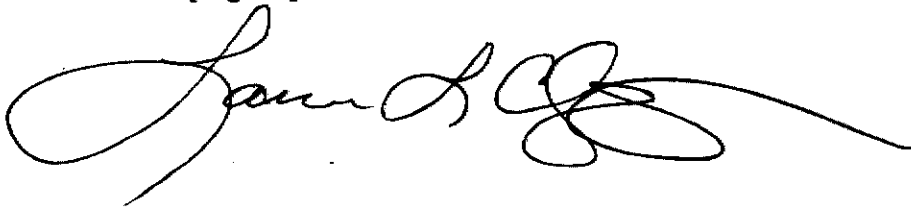
In the event of voluntary or involuntary dissolution of this corporation, the assets, after payment of just debts, shall be distributed exclusively for the purposes set out in Article 4 and to organizations organized and operated exclusively for such purposes and which are exempt from federal income taxation under Section 501(C) of the internal revenue code of 1986, as amended from time to time, or the corresponding provisions of any subsequent revenue law or laws. The distribution shall be made by the Board of Directors, or pursuant to court order. In no event, however, shall such distribution inure to any person who has a personal and private interest in the activities of this corporation.

## ARTICLE 15 - ASSESSMENTS

Assessments may be levied upon all members or classes of membership alike, or in different amounts or proportions or upon a different basis upon different members or classes of membership, and may exempt some members of classes of membership from assessment. The Board of Directors of the Corporation may fix the amount thereof, from time to time, and shall determine when such assessments shall be paid, upon such notice and by such methods as the directors may prescribe.

We execute these Articles of incorporation this 1<sup>st</sup> th day of December 1997

[Signed]

A handwritten signature in black ink, appearing to be "Sam D. [unclear]", written in a cursive style.