

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

PREVENTION FOUNDATION, INC.

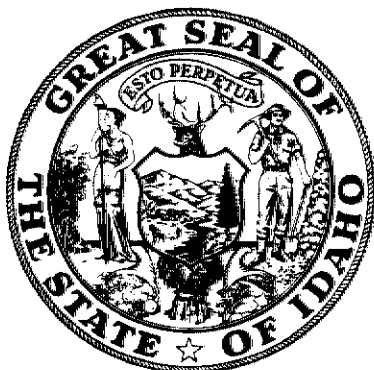
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

PREVENTION FOUNDATION, 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 September 11, 19 86.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
PREVENTION FOUNDATION, INC.

KNOW ALL MEN BY THESE PRESENT, That we, the undersigned, Prevention Foundation, Inc. each being a natural person of full age, and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Idaho, and we do hereby certify, declare and adopt the following articles of incorporation:

I

CORPORATE NAME

The name of this non-profit corporation shall be Prevention Foundation, Inc.

II

EXISTENCE

The period of existence and duration of the life of this non-profit corporation shall be perpetual.

III

REGISTERED AGENT

The name, location and address of the registered agent and registered office of this non-profit corporation shall be as

follows:

Orville Tallmon
6300 Denton Street
Boise, ID 83704

The names and addresses of the initial directors of this
non-profit corporation shall be:

Richard L. Moore, President
3050 Magic View Drive
Meridian, Idaho 83642
Ph: 888-3410 (Home)
375-6156 (Business)

Gina Musgrove
4967 Riverfront Place
Boise, Idaho 83703
Ph: 345-8434 (Home)

Mark S. Freeman, Esq., Vice-President
1711 Chateau Drive
Meridian, Idaho 83642
Ph: 888-9279 (Home)
888-3535 (Business)

Bert Myers
1908 N.W. 10th
Meridian, Idaho 83642
Ph: 888-3672
(Home & Business)

Faye Brewer, Secretary/Treasurer
1303 East 1st
Meridian, Idaho 83642
Ph: 888-5833 (Home & Business)

Orville Reddington
3219 South Raymond
Boise, Idaho 83709
Ph: 362-2508 (Home)
334-2165 (Business)

Ken Agenbroad
10800 Hollandale
Boise, Idaho 83709
Ph: 375-9540 (Home)
922-4141 (Business)

Jack Sausman
520 West Highland View Dr.
Boise, Idaho 83702
Ph: 336-3529 (Home)
343-5102 (Business)

Diane Cusimano
4080 Bott Lane
Meridian, Idaho 83642
Ph: 362-1301 (Home)
376-2700 (Business)

Orville L. Tallmon
6300 Denton St.
Boise, Idaho 83704
Ph: 323-8890 (Home)
322-0122 (Business)

Jim Dickey
4803 Greenbrier Drive
Boise, Idaho 83702
Ph: 342-0768 (Home)

Jeff Eck
8395 Valley View Drive
Boise, Idaho 83704
Ph: 375-4252 (Home)

IV

PURPOSES

The nature of the business and the objections and purposes of this non-profit corporation shall be:

To help create conditions within our community which contribute to the positive development of youth by assisting in the funding, and administration of funds, of those prevention programs; training efforts; community, educational and informational programs; non-traditionally funded staff positions; prevention promotion costs; and other support costs reasonably necessary to the Ada County Juvenile Court Services. To that end this corporation shall be formed and conduct itself as a non-profit corporation for Federal and State tax purposes as defined by § 501(c)(3) of the Internal Revenue Code.

This non-profit corporation's exclusive purpose is for charitable, scientific, literary, or educational purposes as defined by § 501(c)(3) of the Internal Revenue Code.

To buy, sell, acquire, transfer, exchange, lease, rent, occupy and possess, whether for business or commercial purposes, real property including but not limited to, timber, water and minerals of all kinds and nature, and to sell, subdivide, separate and segregate for sale, lease, transfer, exchange or purchase, any and all portions of such real property to which the

non-profit corporation may own, possess or hold option or title of any kind.

To purchase or otherwise acquire, hold, sell, assign, endorse, transfer, mortgage, pledge, hypothecate, or otherwise dispose of and to deal generally in notes, bonds, contracts, stocks, warrants, bills, open accounts, and other evidences of indebtedness of individuals, firms, partnerships and corporations, municipal, public and private, except as limited by law; and, to loan its funds, with or without security, on notes, open accounts or otherwise.

To purchase, subscribe for, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including but not limited to shares of stock, bonds, debentures, notes, evidences of indebtedness and other securities, contracts, or obligations of any non-profit corporation or corporations, association or associations, domestic or foreign, and to pay therefore in whole or in part in cash or by exchanging therefore stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, contracts, or obligations, to receive, collect, and dispose of

the interest, dividends and income arising from such property, and to possess and exercise in respect thereof, all the rights, powers and privileges of ownership, including all voting powers on any stocks, so owned.

To institute, enter into, carry on, assist, promote or participate in financial, commercial, mercantile, industrial and other businesses works, enterprises, undertakings and operations.

To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association or corporation, municipality, body politic, country, territory, district, state, and government.

To buy, take, lease, rent, option, or in any other manner acquire, own, hold, possess, sell, exchange, lease, convey, transfer, rent, mortgage, give liens against, or in any other manner dispose of or encumber real estate necessary to the purposes and objectives of the non-profit corporation and any and all estates and interests therein, whether within or without the State of Idaho.

To apply for, secure, acquire by assignment, transfer, purchase or otherwise, and to exercise, carry out and enjoy any charter, license, power, authority, franchise, concession, rights or privileges, which any government or authority or any corporation or other public body may be empowered to grant; and to pay

for, aid in and contribute toward carrying the same into effect, and to appropriate any of the non-profit corporation's assets to defray the necessary costs, charges and expenses thereof.

To acquire, and pay for in cash, the good-will, rights assets and property and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or non-profit corporation.

In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount to incur debt, and to raise, borrow, and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

To carry on any other business, which may seem to the non-profit corporation capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the non-profit corporation's property or rights.

To do each and every thing necessary, suitable, useful or advisable for the accomplishment of any one or more of said

objects, or which shall, at any time, appear to be conducive to or expedient for the benefit of said non-profit corporation in connection therewith.

To do each and all things set forth herein to the same extent and as fully as natural persons might do or could do in the State of Idaho, and in any other state, country or place.

To have one or more offices, and to carry on all or any of its operation and business and without restriction or limit as to amount, and to purchase, or otherwise acquire, to hold, own, to mortgage, sell, convey, or otherwise acquire, to hold, own, to mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the states and districts of the United States.

The foregoing clauses shall be construed as objects, purposes and powers; and it is hereby expressly provided that an enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this non-profit corporation.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Idaho upon non-profit corporations, notwithstanding the above provisions of these articles, the non-profit corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal

Income Tax under § 501(c)(3) of the Internal Revenue Code.

V

DIRECTOR'S POWERS

In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter, amend, or repeal by-laws of this non-profit corporation, and to authorize and cause to be executed mortgage and liens upon the real and personal property of this non-profit corporation.

The board of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this non-profit corporation, including its good-will and its corporate franchises, upon such terms and conditions as its board of directors deem expedient and for the best interest of the non-profit corporation.

This non-profit corporation may in its by-laws confer powers upon its directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by statute.

VI

~~MEMBER LIABILITY~~

The private property of the members shall not be subject to the payment of corporate debts to any extent whatsoever.

VII

~~OFFICERS~~

The name and address of each of the officers and their offices, is as follows:

Richard L. Moore
3050 Magic Valley Drive
Meridian, Idaho 83642

President

Mark S. Freeman
1711 Chateau Drive
Meridian, Idaho 83642

Vice President

E. Faye Brewer
1303 East 1st
Meridian, Idaho 83642

Sec/Treasurer

VIII

DISSOLUTION

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which has established its tax exempt status under § 501(c)(3) of the Internal Revenue Code.

IX

NON-STOCK BASIS

The Prevention Foundation, Inc. is organized on a non-stock basis and shall have no authority to issue shares of capital stock. All conditions, qualifications, requirements, privileges and regulations as to membership in the Prevention Foundation, Inc., or the Board of directors, including voting rights, shall be fixed and governed by the By-Laws of the Prevention Foundation, Inc.

X

AMENDMENT

This non-profit corporation reserves the right to amend, alter, change or repeal any provisions contained in these articles of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are granted, subject to this reservation.

WE, THE UNDERSIGNED, being the President and Secretary of the Prevention Foundation Inc., for the purpose of forming a non-profit corporation to do business both within and without the State of Idaho, and in pursuant of the laws of the State of Idaho and the regulations of the Internal Revenue Service, do make and file these amended articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this ~~24~~ day of August 1986.


Richard L. Moore

Edgar L. Lauer

STATE OF IDAHO)
) ss.
County of Ada)

On this 4th day of August 1986, before me, the undersigned, a Notary Public for said State, personally appeared Richard L. Morse and E. Faye Brewer known to me to be the persons whose names are subscribed to the foregoing instrument and upon being duly sworn by me declared that they are the President and Secretary, respectively, of the Prevention Foundation Inc., and therein executed the same of their own free will.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Notary Public for Idaho
Residing at Moscow