



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

ALTERNATIVE RESOURCES, 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 _____

ALTERNATIVE RESOURCES, 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 August 14, 19 91.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zabala

Corporation Clerk

ARTICLES OF INCORPORATION OF
ALTERNATIVE RESOURCES, INC. 4 02 PM '91
[A Nonprofit Corporation with Members]
SECRETARY OF STATE

The undersigned, acting as incorporators of a nonprofit corporation under the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, adopts the following Articles of Incorporation for the corporation

ARTICLE I. NAME.

The name of the corporation is **ALTERNATIVE RESOURCES, INC.**

ARTICLE II. NONPROFIT STATUS

The corporation is a nonprofit corporation

ARTICLE III. PERIOD OF DURATION

The period of duration of the corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The location of this corporation is in the City of Nampa, County of Canyon, State of Idaho. The address of the initial registered office is 16 - 12th Avenue South, Suite 205, Nampa, Idaho 83651 and the name of the initial registered agent at this address is Jean B. McAdams.

ARTICLE V. PURPOSES

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

A. To provide court-sponsored alcohol education classes, and other rehabilitation and improvement services to the general public in the State of Idaho.

B. Charitable, religious, educational, or scientific 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. LIMITATIONS

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 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 three (3) nor more than ten (10) 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 or appointed by the existing directors 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:

Jean B. McAdams
519 - 16th Avenue South
Nampa, Idaho 83651

Patsy Garrett
934 East 5th
Meridian, Idaho 83642

Michele J. Crosby
3205 Edgemoor Road
Boise, Idaho 83703

ARTICLE IX. MEMBERSHIP DUES

Membership dues may be charged to all members or classes of membership in equal amounts or 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. 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 the district court of the county in which the principal office of the corporation is then located, exclusively for such

purposes or to such organizations, as such court shall determine to be consistent with the purposes of the corporation.

ARTICLE XI. INCORPORATORS

The names and street addresses of the incorporators are:

Jean B. McAdams
519 - 16th Avenue South
Nampa, Idaho 83651

Patsy Garrett
934 East 5th
Meridian, Idaho 83642

Michele J. Crosby
3205 Edgemoor Road
Boise, Idaho 83703

ARTICLE XII. BYLAWS

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the bylaws.

IN WITNESS WHEREOF, we have hereunto set our hands on the 14th day of August, 1991.

Jean B. McAdams
JEAN B. McADAMS

Patsy Garrett
PATSY GARRETT

Michele J. Crosby
MICHELE J. CROSBY