



CERTIFICATE OF INCORPORATION  
OF

THE HEALTH WATCH FOUNDATION INC.

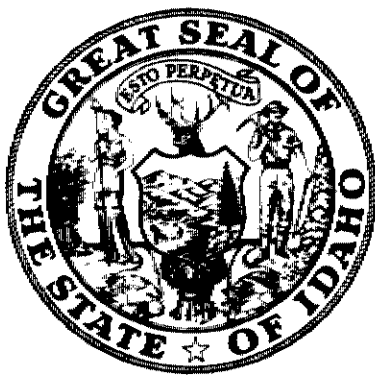
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

THE HEALTH WATCH 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 23 \_\_\_\_\_, 19 88 .



*Pete T. Cenarrusa*  
SECRETARY OF STATE

*Angie H. H. H.*  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
THE HEALTH WATCH FOUNDATION INC.

RECEIVED  
SECRET STATE  
SEP 23 1977

The undersigned, a natural person acting as an incorporator in order to form a Corporation under the provisions of the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is

THE HEALTH WATCH FOUNDATION INC.

Article 2. Purposes and Objects. The purposes and objects for which the nonprofit Corporation, in compliance with Title 30, Chapter 3 of the Idaho Code, (Idaho Nonprofit Corporation Act) is formed are:

(a) An education referral network providing resources and material for public service on health, drug and alcohol awareness, prevention education, and special promotion rallies and benefits.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign Corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations and have offices and exercise the powers granted by this act, within or without this state.

(k) To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation.

(l) To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pension plans, pension trusts, profit sharing plans, bonus plans, and other incentive plans for any or all of its Directors, officers, and employees.

(p) To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the Corporation; provided' however, that nothing contained herein shall be deemed to authorize and permit the Corporation to carry on any business or to exercise any power or to do any act which a Corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplement thereto, or substitute therefore, may not at the time lawfully carry on or do. It is the intention that the purposes, inclusive, of paragraph Second of these Articles of Incorporation shall, except as otherwise expressly provided, and in no way be limited or restricted by reference to, or inference from, the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.

Article 3. Duration. The Corporation is to have perpetual existence.

Article 4. Registered Office and Agent. The location and street address of the initial Registered Office of the Corporation is 1078 N. Cole Road, Boise, Idaho 83704. The initial Registered Agent of the Corporation shall be Sherie L. Hull, who conducts business at the above address.

Article 5. Incorporator. The name and post office address of the incorporator is as follows:

Name	Post Office Address
Sherie L. Hull	1078 N. Cole Road Boise, Idaho 83704

Article 6. Initial Directors. The number of Directors constituting the initial Board of Directors of the Corporation shall be two and may be increased to twelve by Board action. The names and post office addresses of the initial Directors, who are to serve until the first annual meeting of the members and until their successors are elected and shall qualify, are as follows:

Bobbi Lovejoy	6816 Folk Drive Boise, Idaho 83704
Sherie L. Hull	1078 N. Cole Road Boise, Idaho 83704

Article 7. Amendment of Articles and By-Laws. The initial By-Laws of the Corporation shall be adopted by the majority of the Board of Directors. A majority of the Board of Directors or members shall have the power to alter, amend or repeal the By-Laws or adopt new By-Laws. The Corporation reserves the right to amend, alter, or appeal these Articles of Incorporation in the manner prescribed by law, by majority vote of the members

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this 19th day of September, 1988.

INCORPORATOR:



# Health Watch

*Promoting a Better Lifestyle*

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SEC. OF STATE

RECEIVED  
SEC. OF STATE

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88 SEP 23 AM 8 47

Secretary of State  
Statehouse Room 203  
Boise, Idaho 83720

April 13, 1988

Dear Sir,

This letter is to inform your office the Health Watch, Inc. has granted permission for a non-profit organization to use the name Health Watch Foundation. We would like this information officially on the record in case of any future problems or questions regarding use of our corporate name.

Please update your files to this effect and contact me directly if necessary.

## Health Watch

Sincerely yours,



Mary A. Bowman  
President  
Health Watch, Inc.



*We Care About Kids!*

sl/MB  
enclosures