

State of Idaho

Department of State

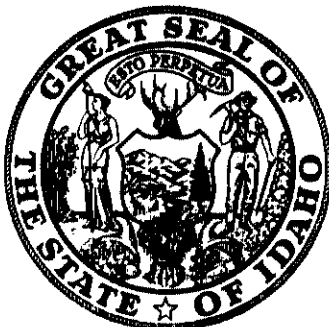
CERTIFICATE OF INCORPORATION OF

SEXUAL ABUSE RESOURCE CENTER, 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 SEXUAL ABUSE RESOURCE CENTER, 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: July 20, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley J. Clark*

ARTICLES OF INCORPORATION
OF
SEXUAL ABUSE RESOURCE CENTER, INC.

JUL 20 3 53 PM '93
SECRETARY OF STATE

The undersigned, all of whom are residents and citizens of the State of Idaho, acting as incorporators of SEXUAL ABUSE RESOURCE CENTER, INC. ("Corporation") organized under and pursuant to the Idaho Cooperative Marketing Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME.

The name of the Corporation is SEXUAL ABUSE RESOURCE CENTER, 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 Boise, County of Ada, State of Idaho. The address of the initial registered office is 9240 Glen Ellyn, Boise, Idaho 83704, and the name of the initial registered agent at this address is Elizabeth Clifford.

ARTICLE V. PURPOSES.

The Corporation is organized exclusively for the following purposes:

A. 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, which purposes shall be exclusively for the benefit of or to carry out the purposes of the corporation that qualifies as exempt under such Section 501(c)(3) and is described in Section 509 of the Internal Revenue Code of 1986, as amended from time to time.

B. To purchase, lease, construct, or otherwise acquire and to manage and operate for the use of the public and practicing professionals, one or more

specialized information and referral centers ("Center") to be located within the State of Idaho.

C. To engage in any activity related to the dissemination of information, counseling, and support for victims of sexual abuse and professionals engaged in the treatment of sexual abuse victims.

D. 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. POWERS.

This Corporation shall have the following powers:

A. To borrow money without limitation as to amount or corporate indebtedness or liability; to give a lien on any of its property as security in any manner permitted by law; and to make advance payments and advances to members and other producers.

B. To act as the agent or representative of any person in any of the activities mentioned in Article V.

C. To buy, lease, hold, and exercise all privileges of ownership over such real or personal property as may be necessary or convenient for, or incidental to, the conduct and operation of the business of the Corporation.

D. To draw, make, accepts, indorse, guarantee, execute, and issue promissory notes, bills of exchange, drafts, warrants, certificates, and all kinds of obligations and negotiable and nonnegotiable instruments for any purpose that furthers the objects for which this Corporation is formed, and to give a lien on any of its property as security.

E. To acquire, own, use, and develop any interest in patents, trademarks, and copyrights connected with or incidental to the business of the Corporation.

F. To cooperate with other similar corporations in creating central, regional, or national agencies, for any of the purposes for which this Corporation is formed, and to become a member or stockholder of such agencies now or hereafter existing.

G. To have and exercise, in addition to the foregoing, all powers, privileges, and rights conferred on ordinary corporations and cooperative marketing Corporations by the laws of this state, and all powers and rights

incidental or conducive to carrying out the purposes for which this Corporation is formed, except those inconsistent with the express provisions of the Act.

The enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers that may by law be possessed by this Corporation, all of which are expressly claimed.

ARTICLE VII. LIMITATIONS.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its 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. At no time shall the Corporation be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Internal Revenue Code of 1986, as amended from time to time) other than foundation managers and other than one or more publicly supported organizations.

ARTICLE VII. NO MEMBERS.

The Corporation shall have no members.

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 five (5) individuals. The actual number of directors shall be fixed by the Bylaws of the Corporation. Directors shall be elected for the term and in the manner provided in the Corporation's Bylaws. The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
1) Elizabeth Clifford	9240 Glen Ellyn, Boise, ID 83704
2) Rachel Clifford	9240 Glen Ellyn, Boise, ID 83704
3) Ann Smedley	10120 LaHonton, Boise, ID 83709

ARTICLE IX. 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.

ARTICLE X. INCORPORATOR.

The name and street address of the incorporator is Elizabeth Clifford, 9240 Glen Ellyn, Idaho 83704.

ARTICLE XI. BYLAWS.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 12 day of July, 1993.

Elizabeth Clifford
Incorporator

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