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99 OCT -6 AM 10:04

ARTICLES OF MERGER
STATE OF IDAHO
OF
CHRISTIAN COUNSELING SERVICES OF IDAHO, INC.
an Idaho non-profit corporation,
INTO
CLUB, INC.,
an Idaho non-profit corporation.

Pursuant to the Idaho Business Corporation Act (the "Idaho Act"), the undersigned corporations hereby adopt the following **Articles of Merger** for the purpose of merging CHRISTIAN COUNSELING SERVICES OF IDAHO, INC., an Idaho non-profit corporation (sometimes herein referred to as the "Merging Corporation"), with and into CLUB, INC., an Idaho non-profit corporation (sometimes herein referred to as the "Surviving Corporation").

FIRST: The Plan and Agreement of Merger dated the 1st day of October, 1999, entered into by and between the Merging Corporation and the Surviving Corporation (the "Plan of Merger"), is attached hereto as Exhibit "A" and by this reference incorporated herein. The Plan of Merger was unanimously approved by all of the Directors of both corporations.

SECOND: No shares of stock are authorized or outstanding for either corporation.

THIRD: As evidenced by the Plan of Merger which also operates as written consents under the Idaho Act, the directors of both corporations have voted unanimously in favor of the merger and no votes were cast against the merger.

IN WITNESS WHEREOF, the Merging Corporation and the Surviving Corporation have caused these Articles of Merger to be executed by their duly authorized officers as of the 1st day of October, 1999. By their signatures below, the officers of the Merging Corporation and the officers of the Surviving Corporation hereby certify (1) that they hold the offices set forth below their respective names, (2) that the foregoing statements as to their respective corporations is true and accurate, and (3) that the Plan of Merger and all of its terms were unanimously approved by the Directors of their respective corporations. These declarations are made under penalty of perjury under the laws of Idaho.

IDAHO SECRETARY OF STATE

10/06/1999 09:00
CK: 29701 CT: 2034 BH: 255993

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ORIGINAL

"Surviving Corporation"
CLUB, INC., an Idaho non-profit corporation

By: Jeffrey Lee Lords
President

By: X Sharon Perkins
Secretary

"Merging Corporation"
CHRISTIAN COUNSELING SERVICES
OF IDAHO, INC., an Idaho non-profit
corporation

By: Donald R. Nichols
President

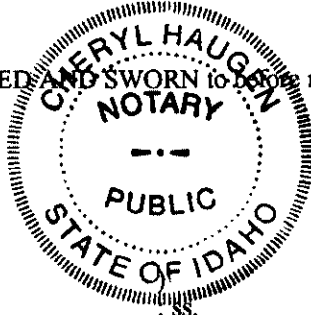
By: Bonnie H. Condon
Secretary

STATE OF IDAHO)
: ss.
COUNTY OF BONNEVILLE)

I, **Jeffrey Lee Lords**, having been first duly sworn, hereby declares, certifies, verifies, and acknowledges that he/she executed the foregoing Articles of Merger as the President of CLUB, INC., an Idaho non-profit corporation, he ~~has~~ has read the foregoing document and knows the contents thereof, and the statements and facts contained therein are true and correct.

EXECUTED this 23 day of September, 1999.

SUBSCRIBED AND SWORN to before me this 23 day of September, 1999.



Cheryl Haugen
Notary Public
Residing at: Bonneville County
My Commission Expires: 10/29/2004

STATE OF IDAHO)
: ss.
COUNTY OF BONNEVILLE)

I, **Donald R. Nichols**, having been first duly sworn, hereby declares, certifies, verifies, and acknowledges that he executed the foregoing Articles of Merger as the President of CHRISTIAN COUNSELING SERVICES OF IDAHO, an Idaho non-profit corporation, he has read the foregoing document and knows the contents thereof, and the statements and facts contained therein are true and correct.

EXECUTED this 23rd day of September, 1999.

SUBSCRIBED AND SWORN to before me this 23rd day of September, 1999.

Jeffrey M. Lords
Notary Public
Residing at: Idaho Falls
My Commission Expires: 1-18-2001

EXHIBIT "A"
TO THE ARTICLES OF MERGER
OF
CHRISTIAN COUNSELING SERVICES OF IDAHO, INC.
an Idaho non-corporation,
INTO
CLUB, INC.,
an Idaho non-profit corporation.

PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER

BETWEEN

CHRISTIAN COUNSELING SERVICES OF IDAHO, INC.

an Idaho non-profit corporation,
(The Merging Corporation)

AND

CLUB, INC.,

an Idaho non-profit corporation
(The Surviving Corporation)

THIS PLAN AND AGREEMENT OF MERGER (this "Plan") is entered into this 1st day of October, 1999, by and between CHRISTIAN COUNSELING SERVICES OF IDAHO, INC., an Idaho non-profit corporation (hereinafter the "Merging Corporation"), and CLUB, INC., an Idaho non-profit corporation (hereinafter the "Surviving Corporation"). The Surviving Corporation and the Merging Corporation are hereinafter sometimes called the "Constituent Corporations."

WHEREAS the Merging Corporation and the Surviving Corporation are both validly organized, existing and in good standing under the laws of the State of Idaho and neither has outstanding shares issued; and

WHEREAS the purposes and intent of the Constituent Corporations are essentially identical and the Directors of both corporations deem it desirable to unite for purposes of economy and efficiency; and

WHEREAS the Boards of Directors of the Constituent Corporations deem it advisable and in the best interest of said corporations that the Merging Corporation merge with and into the Surviving Corporation pursuant to this Plan and in accordance with the provisions of the Idaho Business Corporation Act (the "Idaho Act");

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations hereby agree to merge into CLUB, INC., an Idaho non-profit corporation, which shall be the Surviving Corporation, pursuant to the Idaho Act, and agree upon and prescribe the terms and conditions of such a statutory merger (hereinafter sometimes called the "Merger"), the mode of carrying the Merger into effect, and the manner and basis of converting the interest of the Constituent Corporations into that of the Surviving Corporation, as follows:

1. **Effective Date of Merger.** The effective date of the Merger shall be September 1, 1999. On the effective date of the Merger, the separate existence of the Merging Corporation shall cease and the Merging Corporation shall be merged into the Surviving Corporation which shall continue its corporate existence and retain the name "CLUB, INC."

2. **Articles of Incorporation and Bylaws.** The Articles of Incorporation and Bylaws of the Surviving Corporation as in effect immediately prior to the effective date of the Merger shall continue to be the Articles of Incorporation and Bylaws of the Surviving Corporation, subject to further amendment as provided by the Idaho Act and the Bylaws.

3. **Directors of Surviving Corporation.** The directors of the Surviving Corporation shall remain the same after the effective date of the Merger, namely:

Nicholas Petrozzino
W. Ned Walker
Leta M. Nivlick
Jeffrey Lee Lords
Jimmy Joe Davis
Michael H. Hinman
Quinn W. Nelson

Sharon Firkins
Heidi Igarashi

4. **Officers of Surviving Corporation.** Subject to the ongoing authority of the Board of Directors as provided by the Idaho Act and the Bylaws of the Surviving Corporation, the officers of the Surviving Corporation immediately after the effective date of the Merger shall be as follows:

Name	Office
Jeffrey Lee Lords	President
	Vice-President
Sharon Firkins	Secretary

5. **Effect of Merger.** On the effective date of the Merger, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, powers and franchises of a public as well as a private nature, and shall be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations, and all the rights, privileges, powers and franchises of each of the Constituent Corporations and all property, real, personal, and mixed, and all debts due to each of the Constituent Corporations on whatever account, and all other things in action or belonging to each of the Constituent Corporations, shall be vested in the Surviving Corporation; and all property, assets, rights, privileges, powers, immunities and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise, in any of the Constituent Corporations shall not revert or be in any way impaired by

reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of any of said Constituent Corporations shall be preserved unimpaired and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Corporation.

6. Tax Matters.

(a) **Tax Free Reorganization.** The Constituent Corporations anticipate that the Merger will be a tax free "F" reorganization under Section 368(a)(1)(F) of the Internal Revenue Code (the "I.R.C."). The Surviving Corporation has been formed for the sole purpose of economy and efficiency and there will be no change in the ownership or the nature of the business enterprise.

7. Compliance with the Idaho Act. This Plan constitutes a plan of merger as required by Section 30-1-1101 of the Idaho Act.

8. Approval for Merging Corporation. As required by the Idaho Act, the directors of the Merging Corporation hereby unanimously approve the Plan and the Merger as follows:

(a) **Approval of Directors of Merging Corporation.**

The undersigned, being all of the directors of CHRISTIAN COUNSELING SERVICES OF IDAHO, INC., an Idaho non-profit corporation referred to herein as the Merging Corporation, do hereby consent to, vote in favor of and adopt the following resolutions by their written consent as authorized by Section 30-1-821 of the Idaho Act:

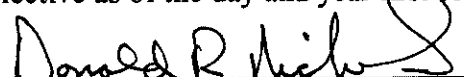
RESOLVED, that the Board of Directors of the Merging Corporation hereby determines that the Merger of the Merging Corporation into the Surviving Corporation upon the terms and conditions set forth in this Plan is advisable and generally to the advantage and for the benefit of the Merging Corporation, and the Board hereby recommends this Plan and Agreement of Merger to the directors pursuant to Section 30-1-1103 of the Idaho Act; and

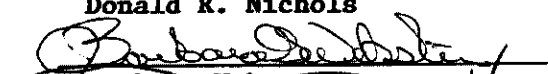
FURTHER RESOLVED, that the Plan and the Merger contemplated thereby be and are hereby approved conditioned only upon the officers of the Merging Corporation also approving the Plan as contemplated herein, and the execution of the Plan by the officers of the Merging Corporation as hereby approved and authorized; and


FURTHER RESOLVED, that if the Plan and the Merger contemplated thereby are approved by the Merging Corporation's directors of the Surviving Corporation as contemplated herein, the directors of the Merging Corporation are hereby authorized and directed to execute and verify the Articles of Merger and to cause the same to be delivered to the appropriate authorities in Idaho for filing in accordance with the Idaho Act; and


FURTHER RESOLVED, that the officers of the Merging Corporation be, and they hereby are, authorized; and directed to execute, in the name and on behalf of the Merging Corporation and under its corporate seal or otherwise, and to deliver any and all agreements, certificates, applications or other instruments, and to take any and all such other action necessary or desirable to carry out the purposes of the Plan and the foregoing resolutions.

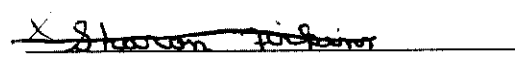
IN WITNESS WHEREOF, each of the undersigned directors of the Merging Corporation has executed this Approval of Directors, which is incorporated into and made a part of the Plan, effective as of the day and year first set forth above.


Donald R. Nichols


Barbara Webster


Patricia H. Hovis


Barbara H. Condon


~~Sharon Pickens~~

9. **Approval for Surviving Corporation.** As required by the Idaho Act, the directors and officers of the Surviving Corporation hereby unanimously approve the Plan and the Merger as follows:

(a) **Approval of Directors of Surviving Corporation.**

The undersigned, being all of the directors of CLUB, INC., an Idaho non-profit corporation referred to herein as the Surviving Corporation, do hereby consent to, vote in favor of and adopt the following resolutions by their written consent as authorized by Section 30-3-101 of the Idaho Act:

RESOLVED, that the Board of Directors of the Surviving Corporation hereby determines that the Merger of the Merging Corporation into the Surviving Corporation upon the terms and conditions set forth in this Plan is advisable and generally to the advantage and for the benefit of the Surviving Corporation and its directors and the Board hereby recommends this

Plan and Agreement of Merger to the directors pursuant to Section 30-3-101 of the Idaho Act; and

FURTHER RESOLVED, that the Plan and the Merger contemplated thereby be and are hereby approved conditioned only upon the directors of the Surviving Corporation also approving the Plan as contemplated herein, and the execution of the Plan by the officers of the Surviving Corporation is hereby approved and authorized; and

FURTHER RESOLVED, that if the Plan and the Merger contemplated thereby are approved by the Surviving Corporation's directors of the Merging Corporation as contemplated herein, the officers of the Surviving Corporation are hereby authorized and directed to execute and verify the Articles of Merger and to cause the same to be delivered to the appropriate authorities in Idaho for filing in accordance with the Idaho Act; and

FURTHER RESOLVED, that the officers of the Surviving Corporation be, and they hereby are, authorized and directed to execute, in the name and on behalf of the Surviving Corporation and under its corporate seal or otherwise, and to deliver any and all agreements, certificates, applications or other instruments, and to take any and all such other action necessary or desirable to carry out the purposes of the Plan and the foregoing resolutions.

IN WITNESS WHEREOF, each of the undersigned directors of the Surviving Corporation have executed this Approval of Directors, which is incorporated into and made a part of the Plan, effective as of the day and year first set forth above.


Nicholas Petrozzino


W. Ned Walker

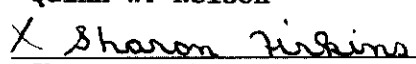

Leta M. Nivlick

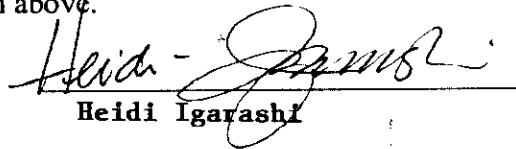

Jeffrey Lee Lords


Jimmy Joe Davis


Michael H. Hinman


Quinn W. Nelson

X 
Sharon Firkins


Heidi Igarashi

IN WITNESS WHEREOF, this Plan has been executed on the day and year first above written by the duly authorized and designated officers of each of the Constituent Corporations.

"Merging Corporation"

CHRISTIAN COUNSELING SERVICES OF
IDAHO, INC., an Idaho non-profit corporation

By: Donald R. Nichols
"President" Donald R. Nichols

By: Barbara H. Condon
"Secretary" Barbara H. Condon

"Surviving Corporation"

CLUB, INC.,
an Idaho non-profit corporation.

By: Jeffrey Lee Lords
"President" Jeffrey Lee Lords

By: Sharon Firkins
"Secretary" Sharon Firkins

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CONSENT OF DIRECTORS

OF

CLUB, INC.

99 OCT -6 AM 10:04

STATE OF IDAHO

Pursuant to the Idaho Corporation Code pertaining to non-profit corporations joining together and allowing directors to act by unanimous written consent, the undersigned, being all of the members of the Board of Directors of CLUB, INC., an Idaho non-profit corporation (referred to herein as "*Corporation*"), hereby consent to, vote in favor of, and adopt the following resolutions without a meeting:

WHEREAS, the Board of Directors have determined that it would be to the advantage and for the best interest of CHRISTIAN COUNSELING SERVICES OF IDAHO, INC., an Idaho non-profit corporation, to transfer to this *Corporation* all of the assets of said Corporation, together with the liabilities thereof, with this *Corporation* assuming all of said liabilities; and

WHEREAS, the Board of Directors of CHRISTIAN COUNSELING SERVICES OF IDAHO, INC., has agreed to transfer to this *Corporation* all of its assets, subject to this *Corporation* assuming the liabilities thereof; and

WHEREAS, the aims and purposes of both Corporations are identical and the Directors of the Corporations believe it would be cost effective to consolidate the operations of said Corporations; and

WHEREAS, there are no members of CLUB, INC., whose consent or approval is necessary for the action to be taken; it is therefore

RESOLVED, that this *Corporation* accept the transfer and assignment from CHRISTIAN COUNSELING SERVICES OF IDAHO, INC., an Idaho non-profit corporation, of all of its assets and liabilities and this *Corporation* take over the functions of said CHRISTIAN COUNSELING SERVICES OF IDAHO, INC., and that it thereafter discontinue functioning as a viable non-profit corporation of the State of Idaho; and

FURTHER RESOLVED, that the officers of the *Corporation* be, and they hereby are authorized, empowered, and directed to do and perform all such further acts and things, to execute and deliver in the name of the *Corporation*, and where necessary or appropriate to file with the appropriate governmental authorities all such further certificates, instruments or other documents as in their judgement shall be necessary in order to effect the intent and purpose of the foregoing resolutions, and any or all of the transactions contemplated therein.

IN WITNESS WHEREOF, each of the undersigned, being all of the Directors of CLUB, INC., have executed this instrument as of the 23 day of August, 1999 and by so doing consent to the transaction of the business.

Nicholas Petrozzino

Barbara Webster

W. Ned Walker

Leta M. Nivlick

Nicholas Petrozzino 8/26/99
Barbara Webster 8/26/99
W. Ned Walker 8-26-99
Leta M. Nivlick

ORIGINAL

Jeffery Lee Lords

Jeffrey Lee Lords

Jimmy Joe Davis

Jimmy Joe Davis

Michael H. Hinman

Michael H. Hinman

Quinn W. Nelson

Quinn W. Nelson

Heidi - ~~Johnson~~

Heidi Johnson