



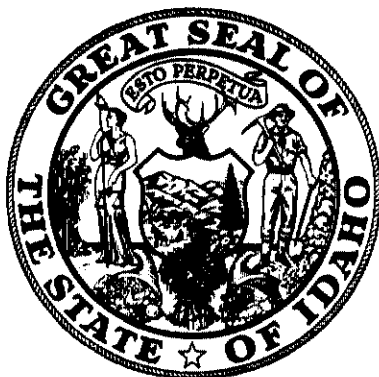
**CERTIFICATE OF INCORPORATION
OF**

JOSHUA D. SMITH & ASSOCIATES, 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 above named corporation, duly signed pursuant to the provisions of the Idaho Business 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: **February 14, 1991**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION

OF

RECEIVED
SEC. OF STATE

JOSHUA D. SMITH & ASSOCIATES, INC.
91 FEB 14 AM 8 44

THE UNDERSIGNED Incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: JOSHUA D. SMITH & ASSOCIATES, INC.

ARTICLE II

The purposes and objects for which the corporation is formed are to do any and all of the things hereafter set forth, to the same extent as natural persons might, or could do, namely:

a. Providing services to mentally ill and/or disabled individuals.

b. To acquire and to hold, develop, improve, subdivide, lease, construct, exchange, mortgage, sell, convey, finance or otherwise dispose of or deal in, real estate.

c. To borrow or raise money for any of the purposes of the corporation and in connection therewith to grant collateral or other security, either alone or jointly with any other person, firm, or corporation and to make and issue promissory notes, drafts, bonds, debentures, and other evidences of indebtedness; and to lend and advance money, extend credit, take notes, open accounts, and every kind of evidence of indebtedness and collateral security in connection therewith.

d. To buy, sell, and own any class of stock in other corporations.

And in general, to do any and all things and to exercise any and all powers which now or hereafter might be lawful for a corporation to do or exercise, under and in pursuance of the Business Corporations Act of the State of Idaho, or of any other law which now or hereafter might be applicable to this corporation.

ARTICLE III

The period of duration of the corporation is perpetual.

ARTICLE IV

The address of the corporation's initial registered office in the State of Idaho is 756 Oxford Dr., City of Idaho Falls, County of Bonneville, State of Idaho. The name of the corporation's initial registered agent at such address is Kelly Keele.

ARTICLE V

The authorized capital stock of this corporation is 10,000 shares, with \$5.00 par value, designated as common stock. Before any of the capital stock of this corporation may be sold or transferred by any of its members or shareholders, the corporation itself must be given a thirty-day option to repurchase the stock; provided, however, that should the corporation desire not to repurchase any of its capital stock to be sold or transferred, the remaining shareholders and members of the corporation shall be given a thirty-day option to purchase said capital stock after receiving notice in writing that the corporation will not repurchase said stock itself. The capital stock of this corporation

may be exchanged by the corporation through the Board of Directors for stock in other corporations. Nothing herein contained shall prevent the corporation from entering into stock purchase agreements with its shareholders for the purpose of repurchasing or redeeming its capital stock. Nothing herein shall prevent the shareholders entering into stock purchase agreements between themselves for the purchase of capital stock of the corporation, provided that any such agreement between the shareholders must receive prior written consent of the corporation. Any such sales shall be subject to the provisions of the By-Laws.

ARTICLE VI

The amount of capital stock which has been subscribed and paid for is the sum of 1,000 shares, and following are the names of the persons, their addresses and numbers of shares by whom the same have been subscribed, to wit:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
Dennis Smith	756 Oxford Idaho Falls, ID 83404	520
Steven Hansen	756 Oxford Idaho Falls, ID 83404	240
J. Kelly Keele	756 Oxford Idaho Falls, ID 83404	240

ARTICLE VII

The management of this corporation shall be vested in a Board of not less than three nor more than nine directors, as may be fixed by the By-Laws. The directors shall be elected at the annual meeting of the stockholders, to be held at the general

office of this corporation in the City of Idaho Falls, County of Bonneville, State of Idaho, on the 20th day of the first month after the close of the taxable year of each year, at a time to be determined by the By-Laws, or at such other time and place as the directors may so designate; and until such election, the officers and directors of said corporation shall be DENNIS SMITH, President and Director; STEVEN HANSEN, Vice President and Director; and J. KELLY KEELE, Secretary and Treasurer and Director.

ARTICLE VIII

The power to enact, repeal and amend the By-Laws of the corporation and to adopt new By-Laws is hereby conferred upon the directors as well as the shareholders to be exercised by such vote of such directors or of the allotted shares as the case may be, not less, however, than the majority thereof as may be fixed by the By-Laws.

ARTICLE IX

All or any meetings of the shareholders or of the Board of Directors may be held within or without the State of Idaho as provided by the By-Laws.


ARTICLE X

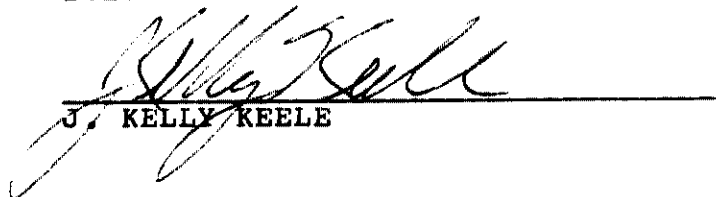
No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such corporation is owned by this corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of any such other corporation; any directors in-

dividually or any firm of which such director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that such shareholder or such firm is so interested in any such transaction or contract shall be disclosed or shall have been so disclosed to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of any such other corporation or who is so interested may be counted in determining the existence of a quorum at a meeting of the Board of Directors of the corporation which shall authorize such contract or transaction and may vote thereat to authorize such contract or transaction with a like force and effect as if he were not such director or officer of any other corporation or not so interested therein.

EXECUTED This February 7th, 1991.


DENNIS SMITH

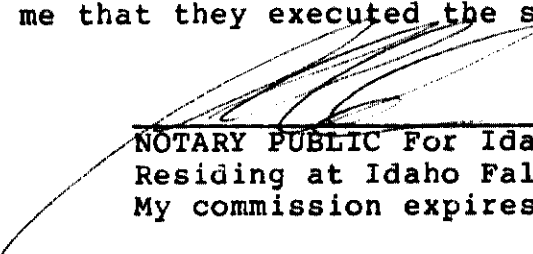

STEVEN HANSEN


J. KELLY KEELE

STATE OF IDAHO)
)
County of Bonneville)

On this February 7th, 1991, before me personally appeared DENNIS SMITH, STEVEN HANSEN and J. KELLY KEELE, known to me to be

the persons whoses names are subscribed on the foregoing instrument, and acknowledged to me that they executed the same.



NOTARY PUBLIC For Idaho
Residing at Idaho Falls, Idaho
My commission expires: 11/91