



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

HELPING FRIENDS, INC.

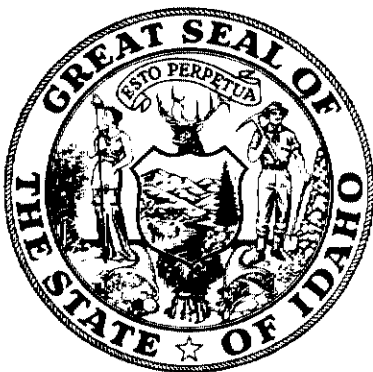
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

HELPING FRIENDS, 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 _____ **January 26** , 19 **89** .



Pete T. Cenarrusa
SECRETARY OF STATE

[Signature]
Corporation Clerk

ARTICLES OF INCORPORATION
OF
HELPING FRIENDS, INC.
(A Nonprofit Corporation)

JAN 26 12 46 PM '89
SECRETARY OF STATE

ARTICLE I
Name

The name of the Corporation shall be HELPING FRIENDS, INC.

ARTICLE II
Duration

The Corporation shall have a period of duration of fifty (50) years.

ARTICLE III
Nonprofit Corporation

The Corporation is organized under the laws of the State of Idaho pursuant to the Idaho Nonprofit Corporation Act, Title 30, Chapter 3, Idaho Code. No part of the income of the Corporation shall inure to the benefit of, or be distributable to the officers, directors or members of the corporation.

ARTICLE IV
Purpose and Powers

1. The Corporation shall be charitable in nature by providing aid, counseling, assistance and comfort to the victims of acquired immunodeficiency syndrome (AIDS), AIDS related complexes (ARC), and human immunodeficiency virus (HIV) positive individuals and their loved-ones.
2. The Corporation may also provide charitable financial assistance on a non-reoccurring basis to any deserving individual with a special need of charity due to illness, accident or distress.
3. The Corporation shall raise funds and solicit donations by such means as the board of directors deems advisable, but which are not inconsistent with the laws of the State of Idaho, these Articles, or the by-laws of the corporation.
4. The Corporation shall disburse its funds in a manner to best achieve the objectives and purpose stated herein.
5. The Corporation shall have all authority and powers vested in nonprofit corporations by the laws of the State of Idaho, including those powers granted to general corporations which are not inconsistent with the Idaho Nonprofit Corporation Act.

ARTICLE V
Membership

The Corporation shall have no shares of stock and shall be open to membership by all persons who share in the goals and objectives of the organization as stated herein. The criteria for membership shall be established in the by-laws of the corporation.

ARTICLE VI
Registered Office and Agent

The address of the principal office of the Corporation is:

415 South 9th Street
Boise, Idaho 83702

The registered agent of the corporation at that same address is:

Walter Lough

ARTICLE VII
Incorporators and Initial Directors

The initial board of directors of the corporation shall consist of four (4) directors, who shall be the incorporators hereof and shall serve as directors until the first meeting of members or until their successors be duly elected, and qualified. Thereafter, the number of directors shall be determined by the by-laws of the corporation, but shall be at least three (3) directors. The names and addresses of the incorporators and initial directors of the corporation are as follows:

Dan Johnson
3285 Buckboard Way
Boise, Idaho 83704

Mary Ann Kelly
3645 Federal Way
Boise, Idaho 83705

Walter Lough
1404 Ada Street
Boise, Idaho 83702

Norman Larson
3285 Buckboard Way
Boise, Idaho 83704

ARTICLE VIII
Regulation of Internal Affairs

The management, control and regulation of the internal affairs of the corporation shall be established by the By-laws. The initial By-laws shall be adopted by a majority vote of the incorporators at the first meeting of the corporation. The board of directors of the corporation shall be vested with such authority as the By-laws and the laws of the State of Idaho prescribe.

ARTICLE IX
Amendment of Articles

These articles may be altered, amended or repealed in the manner provided by law and the By-laws of the corporation, except that no amendment shall be made which would alter the nonprofit charitable purpose or change the exempt status of the corporation.

ARTICLE X
Dissolution

Upon dissolution or termination of the existence of the corporation, after payment of the just debts of the corporation and expenses of dissolution or termination, all remaining assests of the corporation shall be distributed in accordance with the provisions of the Idaho Nonprofit Corporation Act, applicable Federal law, and the then in effect regulations of the Internal Revenue Service, to another Nonprofit Charitable organization which is exempt from taxation by the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned incorporators, all being residents of the State of Idaho and of legal age, have executed these Articles of Incorporation on 25th day of JANUARY, 198⁹.

Daniel Johnson
Dan Johnson

Walter Lough
Walter Lough

Mary Ann Kelly
Mary Ann Kelly

Norman Earl Larson
Norman Larson

State of Idaho }
County of Ada } ss.

On this 25 day of January, 198⁹, before me a Notary Public in and for said State, personally appeared Dan Johnson, Mary Ann Kelly, Walter Lough and Norman Larson known or identified to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

WITNESS my hand and official seal.

Robert J. Cox
Notary Public for Idaho
Residing at: 1170 Lee St, Boise Id.
My Commission Expires: 12/17/94 83702