

# State of Idaho

## Department of State

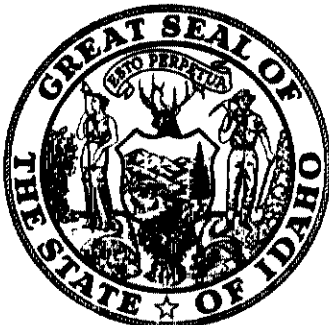
### CERTIFICATE OF INCORPORATION OF

HEARTLAND COUNSELING 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 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: July 12, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By 

**ARTICLES OF INCORPORATION**

**OF**

**HEARTLAND COUNSELING CENTER, INC.**

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SEC. OF STATE

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KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, being a bona fide citizen of the United States of America, being of full age, do, under and in pursuance of the general corporation laws of the State of Idaho, hereby organize, constitute and associate myself and such other persons as may hereafter become associated with me, into a body politic and corporate, and to that and execute the following ARTICLES OF INCORPORATION, and I do hereby set forth and declare as follows:

**ARTICLE I**

That the name of this corporation is, and shall be hereinafter known as HEARTLAND COUNSELING CENTER, INC.

**ARTICLE II**

That the principal office of this corporation shall be 420 Hillcrest, American Falls, Idaho 83211, in Power County, Idaho, and that other offices for the transaction of the business of the corporation shall be established by the Board of Directors from time to time, both within and outside that State of Idaho, and that the meetings of the Board of Directors may be had pursuant to the provisions of the By-Laws at the principal office or at such other places as the By-Laws provide.

**ARTICLE III**

This corporation shall have perpetual existence.

**ARTICLE IV**

The purposes for which this corporation is formed are as follows:

- (a) To institute, enter into, assist, conduct, perform, carry on, or participate in every kind of mental health service and counseling.
- (b) To buy, sell, hold, acquire, own, mortgage, hypothecate, convey, transfer, lease, exchange, trade, and dispose of real and personal property.

(c) To invest the capital of the corporation for any of the purposes aforesaid, and in building or otherwise improving or adding to the marketable value of the lands or other properties from time to time acquired by the corporation.

(d) Subject to the provisions of the law, the corporation may purchase or otherwise acquire, hold, and reissue the shares of its capital stock.

(e) To acquire the good will, rights, property and assets of all kinds, and to undertake the whole or any part of the liabilities of any person, firm, association, or associations, corporation or corporations, on such terms and conditions as may be agreed on, and to pay for the same in cash, stock bonds, debentures, or other securities of this corporation or otherwise; to acquire and undertake any or all part of the business assets and liabilities of any person, firm, association or corporation.

(f) In the purchase of or acquisition of property business rights or franchises, or the sale thereof, or for additional working capital or for any other object in or about its business or affairs, and without limit as to amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale of other disposition of bonds, warrants, debentures, obligations, negotiable and transferrable instruments, and evidences of indebtedness of all kinds, whether secured instruments by mortgage, pledge, deed of trust or otherwise.

(g) To enter into, make, perform and carry out contracts of every sort and kind with any person, firm, association, corporation, private, public or municipal, or body politic and with the Government of the United State, or any state, territory or colony thereof, or any foreign government.

(h) In general, but in connection with the foregoing, the corporation may carry on any other business and have and exercise all powers conferred by the Laws of the State of Idaho upon corporations formed under the laws of said State; it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the corporation.

## **ARTICLE V**

The corporate powers, business and property of the corporation shall be exercised, conducted and controlled by a board of directors consisting of not less than two (2) nor more than five (5) directors who shall be elected by the stockholders in accordance with the By-Laws and who shall have the power to repeal, amend and adopt new By-Laws of and for the corporation, and to hold their meetings pursuant to the provisions of the By-Laws, and at such places and at such times as the said Board of Directors may, by resolution, direct, or by act of the Board fix, both within and outside of the State of Idaho.

## **ARTICLE VI**

That the amount of the authorized capital stock shall be of two classes as follows:

(a) COMMON VOTING; There shall be TWO THOUSAND FIVE HUNDRED common voting shares with a par value of TWO DOLLARS (\$2.00).

(b) COMMON NON VOTING; There shall be TWO THOUSAND FIVE HUNDRED common non voting shares with a par value of TWO DOLLARS (\$2.00).

This article may be amended by a resolution of the majority of board of directors and voted upon and ratified by a majority of the common voting shareholders of the corporation.

## **ARTICLE VII**

That the amount of said stock shall be non-assessable.

## **ARTICLE VIII**

That the Statutory agent of the said Corporation shall be:

Patricia C. Brown  
420 Hillcrest  
American Falls, ID 83211

## **ARTICLE IX**

That the amount of said capital common voting stock that has been actually subscribed is one (1) share, and the name and address of the person who has subscribed therefore and the number of shares subscribed are as follows:

<b><u>NAME</u></b>	<b><u>NO. OF SHARES</u></b>
Patricia C. Brown 420 Hillcrest American Falls, ID 83211	1

That the foregoing named incorporator is of full age, and fully competent and a citizen of the United State of America.

## **ARTICLE X**

The following is a list of the Board of Directors:

Patricia C. Brown	P.O. Box 741	American Falls, ID 83211
John Ellessen	P.O. Box 741	American Falls, ID 83211

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29 day of June, 1993.

  
Patricia C. Brown

STATE OF IDAHO                    )  
  : ss  
County of Power                    )

On this 29<sup>th</sup> day of June, 1993, before me the undersigned, a Notary Public in and for said State Personally appeared Patricia C. Brown, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

  
NOTARY PUBLIC FOR IDAHO

(SEAL)