

State of Idaho

Department of State

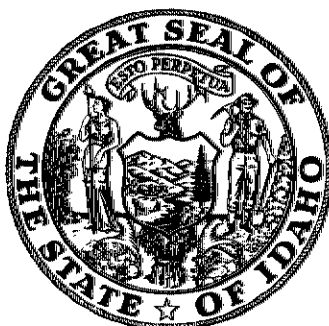
CERTIFICATE OF INCORPORATION OF

C.O.P.E. COUNSELING CENTER, P.A.
File number C 113334

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: January 10, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

ARTICLES OF INCORPORATION
OF

C.O.P.E. COUNSELING CENTER, P.A.

Jan 8 3 43 PM '96
SECRETARY OF STATE
STATE OF IDAHO

IDAHO SECRETARY OF STATE
DATE 01/08/1996 0900 28318
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The undersigned, who is duly licensed to practice the profession of licensed social work in the State of Idaho, desiring to form a professional corporation pursuant to the Idaho Professional Service Corporation Act, Idaho Code Sections 30-1301, et seq, for the purpose of providing general mental health counseling, therapy and treatment for individuals, couples and families, adopts the following articles of incorporation for such corporation.

ARTICLE ONE

NAME

The name of the corporation is C.O.P.E. COUNSELING CENTER P.A.

ARTICLE TWO

PURPOSES

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

1. To engage in the general practice of mental health counseling, therapy and treatment.
2. To invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment and to own real or personal property necessary for the rendering of the professional services set forth above.
3. To do such acts and carry on such business as may be permitted by the general corporation laws of the State of Idaho, or under any Act amendatory thereof or supplemental thereto or substituted therefor, provided the powers are not in conflict with the Professional Service Corporation Act of the State of Idaho.
4. To establish for the benefit of its employees, one or more pension plans, profit sharing plans, or other employee benefit, retirement and incentive compensation plans.

ARTICLE THREE

PRINCIPAL OFFICE AND RESIDENT AGENT

The address of the principal office of the corporation in the State of Idaho is 1010 N. Orchard St., Ste. 6, City of Boise, County of Ada 83706, and the name and address of the resident agent of the corporation in the State of Idaho is Donald D. Stephan, 1010 N. Orchard St., Ste. 6, City of Boise, County of Ada 83706. The resident agent is a citizen of the State of Idaho and actually resides therein.

ARTICLE FOUR

INCORPORATOR

The Name and post office address of the incorporator is: Donald D. Stephan, P.O. Box 190533, City of Boise, County of Ada 83719.

ARTICLE FIVE

DIRECTORS

The corporation shall be governed by a board consisting of no fewer than one director. Directors shall be stockholders in the corporation and shall be elected by the stockholders. The number of directors constituting the initial board of directors is one and the name and post office address of the person who shall serve as director until his successors are elected and qualify is: Donald D. Stephan, P.O. Box 190533, City of Boise, County of Ada 83719.

ARTICLE SIX

CAPITALIZATION

The aggregate number of shares of stock that the corporation is authorized to issue is ten thousand (10,000) shares, which shares shall be common stock having no par value per share. Such common stock shall qualify as I.R.C. S.1244 stock. Stock shall be issued only to persons who are licensed, or otherwise legally authorized, to practice social work in the State of Idaho.

ARTICLE SEVEN

DURATION

The duration of the corporation shall be perpetual. Provided, however, if the corporation has only one shareholder, and that shareholder dies or becomes legally disqualified to render professional services within the State of Idaho, or accepts employment that places restrictions or limitations upon his continued rendering of such professional services, the disqualified shareholder, or the personal representative of the deceased shareholder, may exercise the voting rights of the outstanding shares only for the purpose of dissolving the corporation, consolidating or merging the corporation subject to the Idaho Professional Service Corporation Act, or converting the corporation to a corporation for profit under the Idaho Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Boise, Ada County, State of Idaho on the 8th day of January, 1996.


DONALD D. STEPHAN