



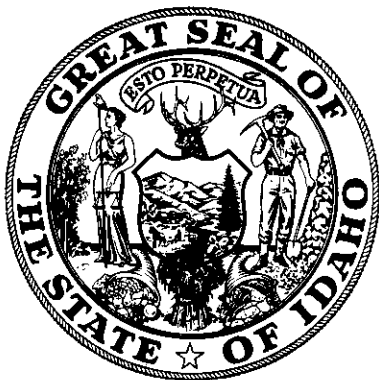
CERTIFICATE OF INCORPORATION
OF

GRACEWAY, 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: January 27, 1986



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Sally Clark

ARTICLES OF INCORPORATION

The undersigned, acting to incorporate a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. NAME: The name of the corporation is GraceWay, Inc.
2. DURATION: The period of its duration is perpetual.
3. PURPOSES: This corporation may transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, but shall initially provide an acute care, non-medical treatment facility for children and adolescents with behavior or emotional problems.
4. SHARES AUTHORIZED: The aggregate number of shares which the corporation shall have authority to issue is ten thousand (10,000) shares at One Dollar (\$1.00) par value common stock.
5. PREEMPTIVE RIGHTS: Shareholders shall have preemptive rights to acquire unissued or treasury stock or securities convertible into or carrying a right to subscribe to or acquire shares.
6. BUSINESS AFFAIRS: Provisions for the regulation of the internal affairs of the corporation are such as may be provided in detail by the corporation's By-Laws, including restrictions on transfer of shares.
7. REGISTERED AGENT AND OFFICE: The initial registered agent is:
Robert S. Jacobs, Psy. D.
and the initial registered office is:

1880 Arlington Drive, Pocatello, Idaho 83204

8. BOARD OF DIRECTORS: The initial Board of Directors shall consist of two individuals who will serve until the first annual shareholder meeting or until their successors are elected and qualified. The directors' names and addresses are:


<u>NAME</u>	<u>ADDRESS</u>
Robert S. Jacobs, Psy. D.	1880 Arlington Drive Pocatello, Idaho 83204
Martha K. Jacobs	1880 Arlington Drive Pocatello, Idaho 83204

9. INCORPORATOR: The name and address of the incorporator is:

Robert S. Jacobs, Psy. D.	1880 Arlington Drive Pocatello, Idaho 83204
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10. STOCK TRANSFER RESTRICTIONS: Transfer of this corporation's stock shall be restricted; those restrictions are set forth in detail in this Corporation's By-Laws.

DATED: 1-24-86.


ROBERT S. JACOBS, PSY. D., INCORPORATOR

STATE OF IDAHO)
 SS
COUNTY OF BANNOCK)

On this 24th day of January, 1986, before me, the undersigned Notary Public, in and for said State, personally appeared Robert S. Jacobs, Psy. D., known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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


NOTARY PUBLIC - STATE OF IDAHO
My Commission Expires: 8/29/88

(SEAL)

**NOTARY PUBLIC STATE OF IDAHO
JOANNE MANSOLILLI
RESIDING AT POCATELLO, IDAHO
MY COMM. IS PERPETUAL**