

State of Idaho

Department of State

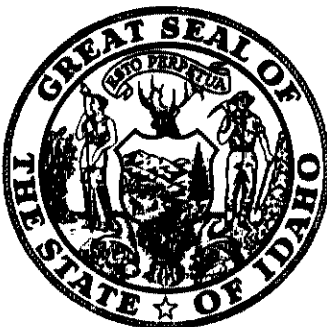
CERTIFICATE OF INCORPORATION OF

MAGIC VALLEY HUMAN SERVICES DEVELOPMENT CORPORATION

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 MAGIC VALLEY HUMAN SERVICES DEVELOPMENT CORPORATION 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: November 12, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Rubies*

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ARTICLES OF INCORPORATION

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OF

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MAGIC VALLEY HUMAN SERVICES DEVELOPMENT CORPORATION

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KNOW ALL MEN BY THESE PRESENTS, That We, the undersigned, being citizens of the United States of America and of lawful age, acting as incorporator pursuant to the Idaho Non-profit Corporation Act, I.C. Subsection 30-301 et seq., have today voluntarily associated our selves for the purpose of forming a non-profit corporation, and we hereby adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is MAGIC VALLEY HUMAN SERVICES DEVELOPMENT CORPORATION.

ARTICLE II

Non-profit Corporation

The corporation is a non-profit corporation.

ARTICLE III

Duration

The duration of the corporation shall be perpetual.

ARTICLE IV

Purposes and Powers

The purposes and powers of the corporation are the following:

1. To have specifically, and exclusively, a scientific, educational and charitable purpose for all its activities, and to have no purpose nor engage in any activity which would not be scientific, educational or

charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, or by a corporation to which contributions are deductible within the meaning of Section 170(c)(2) of the Internal Revenue Code of 1954 or as these laws may be amended in the future.

2. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Non-profit Corporation Act. This includes but is not limited to the following: to provide buildings and facilities to organizations which provide services and programs to and for the benefit of low income persons; to receive donations and contributions from any person, firm, corporation, government agency, or other source to carry out the purpose of this corporation; to apply for and receive grants, and other assistance from any agency of state or federal government; to acquire title and hold title to such real and personal property as may be necessary or desirable to carry out its purpose, and to manage and operate any real or personal property given and devised to or acquired by the corporation; to sell, convey, dispose of, or exchange both real or personal property, and to do any and all things convenient and incidental to the purpose of the corporation; to borrow money and execute such evidence of indebtedness and such contracts, agreements, mortgages, deeds, leases, assignments, conveyances, security agreements or other instruments as may be necessary; to provide decent housing affordable to low income persons and generally to have and to exercise any and all such powers as are by law conferred upon such corporations of like character, and in carrying out the purpose of the corporation to do any and all things and exercise any and all powers not prohibited by law, but not for pecuniary profit.

ARTICLE V

Membership

The corporation shall have members. The initial membership shall consist of the incorporators. The membership shall consist of such classes, as are set forth in the Bylaws. The members shall not be personally liable for the debts, liabilities or obligations of the corporation. The Board of Directors is authorized to establish the amounts, times, methods of collection, times of payments and exemptions from payment of all membership fees and assessments.

ARTICLE VI

Board of Directors

The number of directors of this corporation shall consist of no fewer than three (3) nor more than nine (9), each of whom shall be a member of this corporation and shall reside in one of the eight counties known as the Magic Valley in Idaho. All other qualifications, powers and duties of the directors shall be as is prescribed in the Bylaws of the corporation. The Board of Directors shall have the power to conduct all of the business of the corporation. The Board of Directors shall be selected and affirmed at the annual meeting of the members, as provided in the Bylaws of the corporation. The directors are to be divided into three classes, each class to be as nearly equal in number as possible. The first class shall be for a one year term of office. The second class shall be for a two year term of office. The third class shall be for a three year term of office.

The initial Board of Directors shall be the original incorporators, whose names and addresses are set forth in Article XII, herein.

ARTICLE VII

Limitations on Activities and Expenditures

All of the property and assets of this corporation shall be, and are, irrevocable dedicated to charitable, scientific and educational purposes and no part of the monies, properties or assets of this corporation, upon dissolution or otherwise, shall inure to the benefit of any private person or individual or any stockholders of this corporation, except as such stockholder may be a corporation organized and operated exclusively for charitable, scientific or educational purposes, including medical research, and which is exempt from taxation, and particularly the Federal Income Tax.

Notwithstanding any other provisions of these Articles, the organization shall not carry on any other activities not permitted by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE VIII

Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational or scientific purposes and which shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1954

(or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine; provided, however, and subject to the above limitations, if any of such assets have been acquired under a Federal grant or contract, their disposition shall be made in accordance with the appropriate instructions of the governmental official responsible under the law for the providing such instructions under such circumstances. Any of such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s) as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

Director Liability

The private property of the directors of the corporation shall not be subjected to the payment of corporate debts and no director shall become individually or personally liable or responsible for any debts or liabilities of the corporation.

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation shall be indemnified by the corporation against any and all reasonable expenses, including attorney fees, incurred in connection with the defense or settlement of such action, suit or proceeding, except in relation to matters as to which it shall be determined in such action, suit or proceeding that the director is liable for misconduct, as defined by Idaho Code Subsection 6-1601 et seq. or as defined in I.C. Section 30-322.

ARTICLE X

No Discrimination

The Magic Valley Human Services Development Corporation shall not discriminate against any person on the basis of race, age, gender, ethnicity, religion, creed, color, national origin, handicap or disability.

ARTICLE XI

Location

The location and address of the initial registered office to the corporation is 553 Washington, Twin Falls, Idaho 83301, and the name of the initial registered agent at such address is Harlon C. Baker.

ARTICLE XII

Incorporators

The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
1. Harlon C. Baker	553 N. Washington, Twin Falls, ID 83301
2. Joan L. Glorfield	1414 Park Avenue, Burley, ID 83318
3. Karen E. Hall	600 E. 200 S., Declo, ID 83323

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands on the date set forth below.

Harlon C. Baker
HARLON C. BAKER


Joan L. Glorfield
JOAN L. GLORFIELD

Karen E. Hall
KAREN E. HALL

STATE OF IDAHO)
)ss.
County of Twin Falls)

On this 28~~th~~ day of October, 1992, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared HARLON C. BAKER, known to me to be one of the persons whose name is subscribed to the foregoing 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 in this certificate first above written.

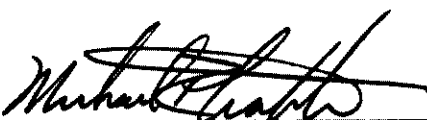


NOTARY PUBLIC FOR IDAHO
Residing at: Burley
Commission Expires: 3-18-93

STATE OF IDAHO)
)ss.
County of Twin Falls)

On this 28~~th~~ day of October, 1992, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared JOAN L. GLORFIELD, known to me to be one of the persons whose name is subscribed to the foregoing 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.

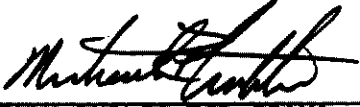


NOTARY PUBLIC FOR IDAHO
Residing at: Burley
Commission Expires: 3-18-93

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 28th day of October, 1992, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared KAREN E. HALL, known to me to be one of the persons whose name is subscribed to the foregoing 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
Residing at: Bonley
Commission Expires 3-18-93