



**CERTIFICATE OF INCORPORATION
OF**

GAIL, 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: **May 1, 1989**



Pete T. Cenarrusa

SECRETARY OF STATE

by:

[Signature]

ORIGINAL

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ARTICLES OF INCORPORATION
OF
GAIL, INC.

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

ARTICLE ONE

The name of the corporation is Gail, Inc.

ARTICLE TWO

The period of the corporation's duration is perpetual.

ARTICLE THREE

The purpose or purposes for which the corporation is organized is to:

- (1) Own, manage, and operate Challis Chiropractic Clinic
- (2) Produce and market audio, visual, video, books, and aids under the trade name or trademark of Healing Images for home and clinical, or chiropractic or natural health care
- (3) Manufacture and market chiropractic tools under the trade name or trademark Mountain Innovation
- (4) To do all and everything necessary and proper for the accomplishment of the objectives hereinbefore enumerated or necessary or incidental to the protection and benefit of the corporation.

The foregoing clauses shall be construed both as purposes and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation and are in furtherance of and in addition to and not in limitation of the general powers conferred by the laws of the State of Idaho; provided that no purpose stated above will authorize this corporation to be organized for or to transact any business in this state which is prohibited by the Idaho Business Corporation Act, as now written or as hereafter amended; and further provided that no purpose stated above will authorize this corporation to violate any other law, statute, regulation or ordinance of Idaho or the Government of the United States of America.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is Two hundred thousand (200,000) shares of common stock with no par value.

ARTICLE FIVE

The address of the initial registered office of the corporation is P. O. Box 1178, 12th and Pleasant Drive, Challis, Idaho 83226, and the name of its initial registered agent at such address is Joan Gail Platzer, Doctor of Chiropractic.

ARTICLE SIX

The corporation will not commence business until it has received for the issuance of shares consideration of the value of at least Twenty Thousand Dollars (\$20,000.00) consisting of

money, labor and property actually received.

ARTICLE SEVEN

The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
1. Joan Gail Platzer	P. O. Box 1178 Sleepy Deer Ranch Challis, Idaho
2. Mike Thomas	P. O. Box 327 Challis, Idaho
3. Glenn Ritter	P. O. 1160 Main Street Challis, Idaho

ARTICLE EIGHT

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
1. Joan Gail Platzer, Doctor of Chiropractic	P. O. Box 1178 Sleepy Deer Ranch Challis, Idaho

DATED: March 31, 1989


Joan Gail Platzer

STATE OF IDAHO

County of

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) ss.
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I. Stephen A Meike, a notary public, do certify that on March 31, 1989, personally appeared before me Joan Gail Platzer, who being by me first duly sworn, declared that they are the persons acting as incorporators, and that they signed the foregoing document, and that the statements therein contained are true.


Notary Public for Idaho
Residing in Blaine Falls
My Commission Expires: 3/20/90