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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
JOINING RIVERS, INC.**

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is JOINING RIVERS, INC.

ARTICLE II. NONPROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The location of this Corporation is in the City of Lewiston County of Nez Perce, State of Idaho. The address of the initial registered office is 504 Main St. Suite 424, Lewiston, ID 83501 and the name of the initial registered agent at this address is JEAN OVERHOLT.

ARTICLE V. PURPOSES

The purpose of the Corporation is to organize and operate exclusively for charitable and/or educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. Without limiting the above, the organization will: (a) promote the common good and more specifically to empower special needs and disadvantaged populations to pursue a high quality of life and independence and b) to assist those agencies and organizations that support disadvantaged populations.

The corporation will exercise all powers granted by law necessary and proper to carry out the above stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that

Articles of Incorporation
JOINING RIVERS, INC.

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time lawfully carry on or do.

ARTICLE VI. LIMITATIONS

This corporation is incorporated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or any corresponding provisions of any subsequent federal tax laws, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under said section. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as permitted by Section 501(h) of the Internal Revenue Code of 1986, or any subsequent federal tax laws. The corporation shall not participate in, or intervene in (including the publishing or distributions of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII. NO MEMBERS

There shall be no members of the Corporation.

ARTICLE VIII. INDEMNIFICATION

No Director of the Corporation shall be personally liable to its creditors or for any indebtedness or liability, and any and all creditors shall look only to the assets of the Corporation for payment.

The private property of the officers and directors of the corporation shall be exempt from the debts of the corporation, and no officer, director, or member shall be individually or collectively liable or responsible for any debts or liabilities of the corporation.

The corporation will hold harmless and indemnify its board members from any and all liability, loss or damage, excluding that arising from gross negligence or intentional acts of the board member, that the board member may suffer arising out of or in connection with the board members duties or acts.

The statutory immunity of officers and Directors of this Corporation from suit by

others than members of this corporation shall be preserved to the furthest extent allowed by law, this corporation shall, without court approval, indemnify and reimburse such officers and Directors for all losses, claims, damages, or expenses of every kind or nature caused by or the result of, or in any way flowing from any suit or claim by others than members of this Corporation from the operations associated with this entity.

ARTICLE IX. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) individuals. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Jean Overholt	504 Main St. Suite 424, Lewiston, ID 83501
Judith Mathison	504 Main St. Suite 424, Lewiston, ID 83501
Valerie Cutshall	Alternative Nursing, 827 8 th St. Lewiston, 83501
Mary Emery	2617 7 th Ave. Lewiston, ID 83501

ARTICLE X. DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporations, distribute all assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed 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 organizations, as such Court shall determine to be consistent with the purposes of the Corporation.

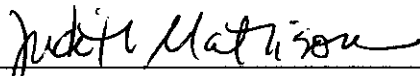
ARTICLE XI. INCORPORATOR

The name and street address of the incorporator is Judith Mathison, 504 Main St. Suite 424, Lewiston, ID 83501.

ARTICLE XII. BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

Dated this 7 day of June 2001.



Judith Mathison, Incorporator