

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

HIGH COUNTRY COUNSELING, 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: June 11, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Walter J. Junt

JUN 11 11 35 AM '92

SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
HIGH COUNTRY COUNSELING, INC.**

JUN 8 8 29 AM '92

**SECRETARY OF STATE
STATE OF IDAHO**

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

NAME

The name of the corporation is High Country Counseling, Inc.

ARTICLE TWO

PERIOD OF DURATION

The period of duration of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The purpose of the corporation is to engage in any or all lawful businesses for which corporations may be organized under the Idaho Business Corporation Act. Such purposes are, but are not limited to, the providing of probation services both juvenile and misdemeanor. In addition thereto, the corporation shall provide psychological, drug, family and marital counseling, and to provide home studies to assist the Court in child custody cases and to provide all other services that pertain thereto.

ARTICLE FOUR

REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's initial registered office in the State of Idaho is 215 Farnsworth Way, Rigby, Idaho. The

name of the corporation's initial registered agent at such address is Robert Moran.

ARTICLE FIVE

STOCK

The total authorized shares which the corporation shall have authority to issue is 100 shares of common stock, all of such shares are without par value. The aforementioned shall not be divided into classes or of any preference.

ARTICLE SIX

PREEMPTIVE RIGHTS

Preemptive rights shall be granted to all common stock shareholders.

ARTICLE SEVEN

DIRECTORS

The number of directors constituting the initial board of directors is two and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until his successor is elected and qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Robert Moran	Route 1 Box 25A, Mackay, Idaho
Sylvia Moran	Route 1 Box 25A, Mackay, Idaho

ARTICLE EIGHT

INCORPORATORS

The name and address of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Robert Moran	Route 1 Box 25A, Mackay, Idaho
Sylvia Moran	Route 1 Box 25A, Mackay, Idaho

Dated: 5-29-92


Robert Moran

Dated: 5-29-92

Sylvia J. Moran
Sylvia Moran

STATE OF IDAHO)
COUNTY OF Jefferson) ss.

On this 29th day of May, 1992, before me,
the undersigned, a Notary Public in and for said State,
personally appeared ROBERT MORAN, an individual, known or
identified 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 in this certificate first
above written.

[Signature]
Notary Public
Residing at: Rigby, Idaho
Commission Expires: 02/94

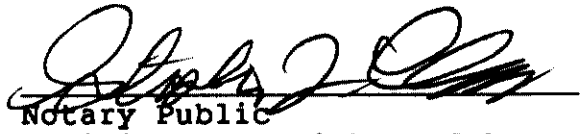
(SEAL)

STATE OF IDAHO)
COUNTY OF Jefferson) ss.

On this 29th day of May, 1992, before me,
the undersigned, a Notary Public in and for said State,
personally appeared SYLVIA MORAN, an individual, known or
identified to me to be the person whose name is subscribed to
the within instrument, and acknowledged to me that he executed
the same.

ARTICLES - 3

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

Residing at: Rigby, Idaho

Commission Expires:

02/94

(SEAL)