



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

THE FRIENDSHIP CLUB INC.

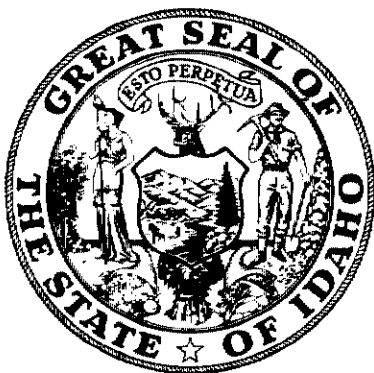
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

THE FRIENDSHIP CLUB INC.

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 July 17, 19 89.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*[Signature]*

Corporation Clerk

ARTICLES OF INCORPORATION

THE FRIENDSHIP CLUB INC.

RECEIVED  
SEC. OF STATE  
JUL 17 10 43 AM '89

We, the undersigned natural persons of full age, citizens of the United States of America, and residents of the State of Idaho, have this day voluntarily associated ourselves together for the purposes of forming a non-profit corporation under the provisions of the Idaho Non-Profit Corporation Act, Idaho Code 30-301 et. seq. and all other laws of the State of Idaho pertaining thereto, and hereby do adopt the following ARTICLES OF INCORPORATION for such corporation:

ARTICLE I.

1. The name of the corporation shall be the The Friendship Club Inc.
2. The existence of the corporation shall be perpetual.
3. The street address of the corporation's initial registered office shall be 556 South Main.
4. The name of the corporation's initial registered agent at the above street address shall be Robert W. Miller.

ARTICLE II.

1. The purposes of this corporation shall be to promote the recovery of people afflicted with the disease of alcoholism and chemical dependency and to provide a place for those so afflicted, and their families and friends, to gather together for recreation, fellowship, and mutual assistance.

2. The corporation is organized for exclusively charitable and education purposes. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

3. In the event of dissolution of this corporation, the disposal of assets or property shall be determined at the time of such dissolution by the directors, provided that such assets or property after paying or adequately providing for the debts and obligations of the corporation, may be transferred only to a non-profit fund, foundation or corporation, which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under 501(c)(3) of the Internal Revenue Code; provided further that in no event shall any of the assets or property of this corporation, or the proceeds of any said assets or property, in the event of the dissolution thereof, go or be distributed to members, either for the reimbursement of any sum subscribed, donated or contributed by such members or for any other such purposes.

#### ARTICLE III.

The corporation shall have one or more classes of members. The designation of such class or classes, the manner of election or appointment, and the qualifications and rights of the

members of each class shall be set forth in the Bylaws of the corporation.

ARTICLE IV.

1. The names and addresses of the initial Board of Directors, who shall serve until their successors are elected or appointed and qualified, are as follows:

Richard B. Porter  
257 Henry  
Pocatello, Idaho 83201

Robert C. Eckerle  
403 North 14th Avenue  
Pocatello, Idaho 83201

Robert W. Miller  
366 Washington Avenue  
Pocatello, Idaho 83201

Brenda L. Nebel  
204 North Johnson  
Pocatello, Idaho 83201

John F. Westphal  
226 North Grant  
Pocatello, Idaho 83201

Lorele Miller  
c/o The Friendship Club Inc.  
556 South Main  
Pocatello, Idaho 83201

Bret Butterfield  
c/o The Friendship Club Inc.  
556 South Main  
Pocatello, Idaho 83201

ARTICLE V.

1. The names and addresses of each of the incorporators are as follows:

Robert C. Eckerle  
403 North 14th Avenue  
Pocatello, Idaho 83201

Robert W. Miller  
366 Washington Avenue  
Pocatello, Idaho 83201

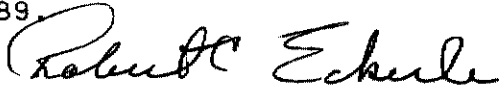
Brenda L. Nebel  
204 North Johnson  
Pocatello, Idaho 83201

John F. Westphal  
226 North Grant  
Pocatello, Idaho 83201

Lorele Miller  
c/o The Friendship Club Inc.  
556 South Main  
Pocatello, Idaho 83201

STATE OF IDAHO     )  
                              )ss  
County of Bannock    )

IN WITNESS WHEREOF, We, Robert C. Eckerle, Robert W. Miller, Brenda L. Nebel, John F. Westphal and Lorele Miller, being all the incorporators herein above named, set our respective hands and seals this 10th day of July, 1989.



ROBERT C. ECKERLE



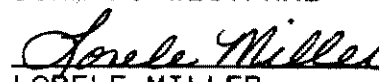
ROBERT W. MILLER



BRENDA L. NEBEL



JOHN F. WESTPHAL




LORELE MILLER

STATE OF IDAHO     )  
                              )ss  
County of Bannock    )

On this 13<sup>th</sup> day of July, 1989, before me, the undersigned, a Notary Public for the State of Idaho, personally appeared the above individuals, known to me to be the same and identical persons whose names are subscribed to the above and foregoing ARTICLES OF INCORPORATION, and each for him or herself acknowledged the same to be his or her free and voluntary act and deed for the uses and purposes therein expressed.

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

(SEAL)

  
\_\_\_\_\_  
NOTARY PUBLIC FOR IDAHO  
Residing at Shubbuck, Idaho  
My Commission expires 10/94