

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

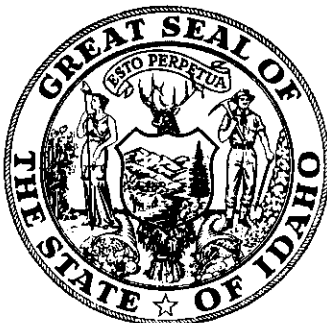
COMMUNITY ALTERNATIVES, INC.

File number C 114237

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: March 21, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sonya Herold*

**ARTICLES OF INCORPORATION
OF**

COMMUNITY ALTERNATIVES, INC.

KNOW ALL MEN BY THESE PRESENTS: That Amy DeAngelis, Pamela Kaufman, and Robert Chaney, the undersigned, being natural persons of legal age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

I.

NAME

The name of the corporation shall be COMMUNITY ALTERNATIVES, INC.

II.

REGISTERED OFFICE

The location and post office address of the registered office of the corporation shall be 36 S.W. 7th Avenue, Meridian, ID 83642.

III.

REGISTERED AGENT

The name of the registered agent of the corporation is Amy DeAngelis.

IV.

DURATION

The period of existence and duration of the corporation shall be perpetual.

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V.

CORPORATE PURPOSE

The purpose for which the corporation is organized shall be to provide services to persons with developmental disabilities and the transaction of any and all lawful business for which corporations may be incorporated under the laws of Idaho.

VI.

AUTHORIZED CAPITAL STOCK

The corporation shall have 1000 shares of no par value common stock. Each share shall have the same rights, privileges and voting power and shall be non-assessable.

VII.

INCORPORATOR

The names and post office addresses of the incorporators are as follows:

<u>Name</u>	<u>Post Office Address</u>
Amy DeAngelis	36 S.W. 7th Avenue Meridian, ID 83642
Pamela Kaufman	36 S.W. 7th Avenue Meridian, ID 83642
Robert Chaney	36 S.W. 7th Avenue Meridian, ID 83642

VIII.

DIRECTORS

There shall be three (3) directors of the corporation, but the number of directors may be increased or decreased from time to time as provided by the bylaws. The names and post

office addresses of the initial directors, named by the incorporators, are as follows:

<u>Name</u>	<u>Post Office Address</u>
Amy DeAngelis	36 S.W. 7th Avenue Meridian, ID 83642
Pamela Kaufman	36 S.W. 7th Avenue Meridian, ID 83642
Robert Chaney	36 S.W. 7th Avenue Meridian, ID 83642

The initial directors shall serve until the first election of directors.

IX.

BYLAWS

The Board of Directors, by a majority vote, shall have the power to adopt bylaws, and to repeal and amend bylaws.

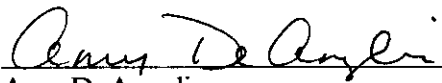
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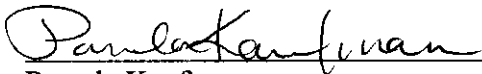
DIRECTOR CONFLICTS OF INTEREST

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation, shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of

Directors; and the director of the corporation who is also so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, the undersigned incorporators of said corporation have executed these Articles of Incorporation this 20 day of March, 1996.


Amy DeAngelis


Pamela Kaufman


Robert Chaney

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