



CERTIFICATE OF INCORPORATION
OF

BINGHAM YOUTH FOUNDATION, INC.

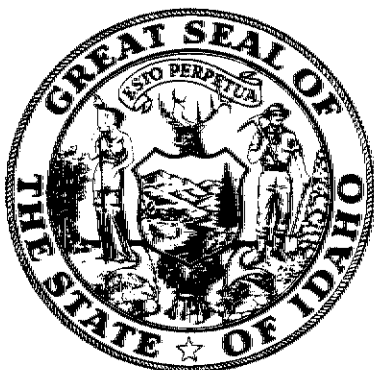
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

BINGHAM YOUTH FOUNDATION, 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 August 29, 1983



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

AUG 29 8 50 AM '83

ARTICLES OF INCORPORATION
OF
BINGHAM YOUTH FOUNDATION, INC.

We the undersigned citizens of the United States, being of full age and residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under Title 30, Chapter 3 of the Idaho Code and Section 501(c)(3) of the Internal Revenue Code, as the same now exist or may hereafter be amended, and do hereby adopt the following Articles of Incorporation for said corporation.

ARTICLE I

NAME

The name of the corporation is: BINGHAM YOUTH FOUNDATION, INC.

ARTICLE II

PURPOSE

This corporation is formed for the following purposes:

A. To develop, operate, manage and administer a facility to deal with the immediate needs of runaway youths and other status offenders outside of law enforcement structures and the juvenile justice system;

B. To provide emergency, short-term shelter care, counselling services and after-care services to assist runaway youths and other status offenders to address both the immediate and long-term problems precipitated by the act of running away or other status acts;

C. To alleviate immediate problems of runaway youths and other status offenders by working towards reuniting the youths with their families and encouraging resolution of interfamily problems, strengthening family relationships and encouraging stable living conditions for youths, and to help youths decide upon a positive future course of action;

D. To work in conjunction with other community, state and federal agencies providing temporary shelter care, counseling and referral services, including the Idaho Department of Health and Welfare and other private and religious organizations providing similar and complementary services to youths;

E. To develop programs to deal specifically with the problems peculiar to status offenders;

F. To work towards reducing the number of youths who must be detained because of a lack of shelter care facilities available on an emergency basis;

G. To increase the number of youths who can be successfully returned to homes by providing immediate placement facilities for the youths to allow a "cooling off" period during which counselors, social workers, and probation officers can adequately investigate the nature of any problem and implement individual plans for rehabilitation, guidance and continued evaluation;

H. To alleviate the necessity of hasty return of youths to inadequate or unfit homes because of a lack of other viable alternatives to detention;

I. To reduce the number of days spent in detention for status offenders;

J. To reduce the number of out-of-area placements of status offenders;

K. To reduce the recidivism rate of status offenders;

L. To promote, manage and administer other programs which are youth-oriented and whose purpose is to address community problems involving the youth, and programs whose purpose is to promote a better understanding of these problems and to assist in strengthening communication between the youth and adults of the community, and in helping the youth better understand their role in the local community and in society as a whole.

2. ARTICLES OF INCORPORATION

M. Notwithstanding any purposes permitted under the laws of the State of Idaho under which this corporation is formed nor any provision of these Articles of Incorporation or amendments thereto, the purposes of this corporation shall be limited exclusively to religious, charitable, scientific, literary, or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III

POWERS

The powers of this corporation shall be as follows:

A. To make and adopt bylaws, rules and regulations for the admission and suspension and expulsion of its members and for their government; and for the collection of fees, dues and assessments; for the election and appointment of directors and other officers, and to define their duties; for the safe-keeping and protection of its property and funds, and in general to regulate, manage and preserve its property and interests, and from time to time alter, repeal, rescind or vary its Articles of Incorporation, bylaws, rules and regulations, or any of them;

B. The corporation may accumulate money but shall, from time to time, as directed by its Board of Directors, disburse all or a portion of such money to or on behalf of persons, firms, associations, societies, or corporations whose primary purpose is devoted to a betterment and advancement of the civic, social, cultural, recreational, charitable and artistic life of the State of Idaho and its environment in accordance with the laws of the State of Idaho and of the United States of America:

C. To take and hold any property, real, personal or mixed, by bequest, devise, gift, purchase, lease or otherwise, either absolutely or in trust, for any of its purposes, insofar as the same may be held by an association under the laws of Idaho and of the United States, pertaining to non-profit corporations, and to convey, sell, lease, mortgage or dispose of such property, and to invest and reinvest

principal and deal with and expend the income therefrom in such manner as may be permitted by law and as, in the judgment of the directors, will best promote and serve the objects for which the corporation is formed;

D. To apply for and accept federal funds granted by the Congress of the United States, by executive order or by any other agency of the federal government, funds granted by any state or local government or agency thereof, as well as funds, gifts and donations from individuals and private organizations or foundations, for all or any of the purposes of this corporation;

E. To have the right to do all and everything, including the making and carrying out of any contract necessary, suitable and proper for the accomplishment of any of the purposes and objects and in furtherance of any of the powers set forth, and to do every other act or acts incidental or pertaining or growing out of or connected with the aforesaid purposes or powers, or any part or parts thereof, provided the same are not inconsistent with the laws of the State of Idaho or of the United States under which this corporation is formed;

F. Notwithstanding any permissible powers granted under the laws of the State of Idaho under which this corporation is formed nor any other provision of these Articles of Incorporation or amendments thereto, this corporation shall not engage in any activity not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

DISSOLUTION

Upon any dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of any and all liabilities of the corporation, dispose of all of the assets of the corporation, exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific

purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of the Seventh Judicial District of the State of Idaho, in and for the County of Bingham, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

NON-PROFIT PROVISIONS

The corporation shall not be conducted or operated for profit and no part of the net earnings of the corporation shall inure to the benefit of any member or individual or any private corporation for profit. Nor shall any of the property, assets or earnings of the corporation be used for other than charitable, scientific, religious or educational purposes. Nor shall any part of the activities of this corporation be the carrying on of propaganda or lobbying; nor shall any of the property, assets or earnings of this corporation be used for such purposes.

ARTICLE VI

DURATION

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

ARTICLE VII

PRINCIPAL OFFICE AND REGISTERED AGENT

The registered agent of the corporation shall be John Traylor, and the principal office of the corporation shall be addressed at P.O. *R/D 291 N. Broadway* Box 550, Blackfoot, Idaho 83221, but the Board of Directors of the corporation shall have the right to change such location and address at any time and from year to year as they may see fit, or as may be provided in the bylaws.

ARTICLE VIII

OBLIGATIONS FOR DEBTS OF CORPORATION

The private property of the Board of Directors or members of the corporation shall not be liable for the debts and obligations of the corporation.

ARTICLE IX

TAX EXEMPT QUALIFICATIONS

The corporation shall apply and qualify for recognition of a tax exemption under Section 501(c)(3) of the Internal Revenue Code as it presently exists and as it may subsequently be altered or amended.

ARTICLE X

BYLAWS

The Bylaws of this corporation may be altered, amended or new Bylaws adopted, at any regular or special meeting of the members of the corporation called for that purpose, by the affirmative vote of a majority of the members present at such meeting; provided, however, that a quorum, as specified in the Bylaws of the corporation or the laws of the State of Idaho, be present.

ARTICLE XI

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by statute at the time of amendment.

ARTICLE XII

MEMBERSHIP

The corporation formed hereby shall have no capital stock and shall be composed of members rather than shareholders. The rights and interests of all members of the corporation shall be equal and no member shall have nor acquire a greater interest in the corporation than any other member. Membership certificates shall be issued to each member, which certificates cannot be assigned so that the transferee thereof can by such transfer become a member of the corporation, except by resolution of the Board of Directors and under such regulations as the Bylaws may prescribe.

The number and qualifications of members, and the terms and conditions of admission, the fees for admission, the assessment of dues to carry on the business of the corporation, and other provisions for the regulation of the internal affairs of the corporation consonant with the objects of the corporation and not repugnant to the laws of the State of Idaho or of the United States, shall be provided for in the bylaws.

ARTICLE XIII

ORGANIZATIONAL PURPOSE

The corporation hereby formed is not organized and shall not be conducted for the purpose, directly or indirectly, of fixing the price or regulating the production of any article of commerce, or of produce of the soil for sale or consumption

ARTICLE XIV

DIRECTORS

The number of directors of this corporation shall be not less than three (3) nor more than twelve (12).

The initial Board of Directors shall consist of the incorporators whose names and addresses are listed in the following Article, who shall serve until their successors are elected or appointed and qualified.

ARTICLE XV

INCORPORATORS

Allen Baker
1767 E. Terry
Pocatello, Idaho 83201

Diane Mundhenke
42 N. Shilling
Blackfoot, Idaho 83221

Tricia Coddling
749 Park Ave.
Pocatello, Idaho 83201

Steven Barton
Box 807
Blackfoot, Idaho 83221

Mary Lee Snell
Box 1133
Blackfoot, Idaho 83221

Ed Jones
428 Collins
Blackfoot, Idaho 83221

Annette Hicks
Box 1007
Blackfoot, Idaho 83221

Vincent O'Brien
Box 17
Sterling, Idaho

Wesley B. Christensen
Route 1 Box 395
Shelley, Idaho

IN WITNESS WHEREOF, we have hereunto subscribed our names on
the day and date below written.

7-19-83
DATE

8/26/83
DATE

8/10/83
DATE

8/10/83
DATE

8/26/83
DATE

7-19-83
DATE

8-15-83
DATE

8-15-83
DATE

8-10-1983
DATE

Allen Baker
ALLEN BAKER

Diane S. Mundhenke
DIANE MUNDHENKE

Tricia Coddington
TRICIA CODDING

Steven Barton
STEVEN BARTON

Mary Lee Snell
MARY LEE SNELL

Ed Jones
ED JONES

Annette Hicks
ANNETTE HICKS

Vincent O'Brien
VINCENT O'BRIEN

Wesley B. Christensen
WESLEY B. CHRISTENSEN