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STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

EDWARDS COMMUNITY LIVING SERVICES, INC.

IDAHO SECRETARY OF STATE
01/28/2003 05:00
CK: 194 CT: 16602 BH: 659493
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I, the undersigned, to form a Corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

I

The name of the Corporation is Edwards Community Living Services, Inc.

II

The period of its duration is perpetual.

III

The purpose or purposes for which the Corporation is organized is for the transaction of any or all lawful business for which Corporations may be incorporated under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code.

The purpose of the Corporation shall be in three areas:

- (a) case management,
- (b) psycho/social rehabilitation for children and adults
- (c) mental health clinic/day treatment

IV

The aggregate number of shares which the Corporation shall have the authority to issue is fifty thousand (50,000) shares, all of one class, one DOLLAR (\$ 1.00) par value.

V

The address of the initial registered office of the Corporation and the initial registered agent at such address is:

REGISTERED AGENT

Gary A. Edwards

REGISTERED ADDRESS

1620 Northwest Blvd, Suite C 301
Coeur d'Alene, Idaho 83814

C.147405

 **ORIGINAL**

VI

The name and address of the Incorporator herein and of the persons who shall serve as initial directors until the first annual meeting of the shareholders is:

INCORPORATOR

ADDRESS

Gary A. Edwards

1620 Northwest Blvd. Suite C 301 Coeur d'Alene, Idaho 83814

BOARD OF DIRECTORS

ADDRESS

Gary A. Edwards

1620 Northwest Blvd, Ste. C 301
Coeur d'Alene, Idaho 83814

Inez F. Edward

P.O. Box 3528
Coeur d'Alene, Idaho 83814

VII

The stock of the Corporation shall be non-assessable common stock.

VIII

A director shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that a director shall be liable for the following:

a. For any breach of the director's duty of loyalty to the Corporation or to its stockholders.

b. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

c. For acts or omissions which involve director liability as provided in Idaho Code Section 30-1-833, which states that a director shall be liable under the following circumstances:

1. If the director votes for or assents to the declaration of any dividend or other distribution of the assets of a Corporation to its shareholders contrary to the provisions of the Idaho General Business Corporations Act.

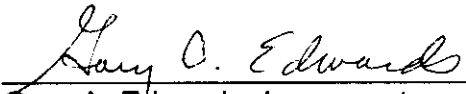
2. If the director votes for or assents to the purchase of the Corporation's own shares contrary to the provisions of the Idaho General Business Corporations

Act.

3. If the director votes for or assents to any distribution of assets of the Corporation to its shareholders during the liquidation of the Corporation without the payment and discharge of, or making adequate provisions for, all known debts, obligations, and liabilities of the Corporation.

4. For any transaction from which the director derives an improper personal benefit.

DATED this 23rd day of January, 2003.



Gary A. Edwards, Incorporator