

FILE EFFECTIVE

ARTICLES OF INCORPORATION

2005 OCT 14 AM 8:37

OF

ANGELS BY NATURE, INC.

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act of Idaho, adopts the following Articles of Incorporation for the Corporation.

- I. **Name of Corporation:** The name of the Corporation is Angels by Nature, Inc.
- II. **Nonprofit Status:** The Corporation is a nonprofit corporation.
- III. **Period of Duration:** The period of duration of the Corporation is perpetual.
- IV. **Registered Agent and address:** The address of the corporation's initial registered office is 10903 W. Goldenrod Ave., Boise, Idaho 83713. The name of its official registered agent at such address is Lisa Howell.
- V. **Purposes:** The purposes for which the Corporation is organized and will be operated are for various charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, which purposes shall be exclusively for the benefit of or to carry out the purposes of Angels by Nature, Inc., a nonprofit corporation that qualifies as exempt under such Section 501(c)(3) and is described in Section 509[(a)(1)] or [(a)(2)] of the Internal Revenue Code of 1986, as amended from time to time.

To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at the time lawfully carry on or do.

- VI. **Limitations:** No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any

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candidate for public office. Notwithstanding any other provision 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 of 1986, as amended from time to time. At no time shall the Corporation be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Internal Revenue Code of 1986, as amended from time to time) other than foundation managers and other than one or more publicly supported organizations.

VII. Members: The Corporation shall have voting members who shall have such rights as are provided in the Bylaws. The requirements for membership in the corporation shall be set forth in the Bylaws of the Corporation or in written requirements established by the Corporation's Board of Directors.

VIII. Board of Directors: The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than ten (10) individuals. The actual number of directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be appointed by the Board of Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and addresses of the persons constituting the initial Board of Directors are:

Lisa Howell	Taunya Pleger	Glenna Bennett
10903 W. Goldenrod Ave	4562 N. Clayton Pl.	5W, 500 S
Boise, ID 83713	Boise, ID 83704	Burley, ID 83318

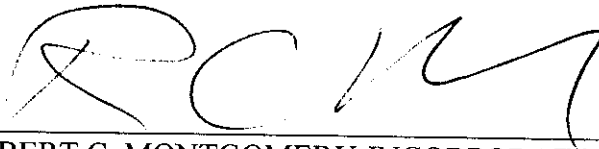
IX. Incorporator: The name and street address of the incorporator is: Robert C. Montgomery, Attorney at Law, 2160 S. Twin Rapid Way, Boise, Idaho 83709.

X. Bylaws: Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Corporation's Bylaws.

XI. Distribution on Dissolution: Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

XII. Liability of Directors and Officers: The personal liability of a director or officer to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer is hereby eliminated and no director or officer shall have personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, except that the personal liability of a director or officer to the corporation or its stockholders for any breach of the director's or officer's duty of loyalty to the corporation or its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law shall not be eliminated and the personal liability of a director or officer to the corporation or its stockholders for the liability imposed by the Idaho Code shall not be eliminated and the personal liability of a director or officer to the corporation or its stockholders for any transaction from which the director or officer derived a legally improper personal benefit shall not be eliminated.

Dated this 12th day of October, 2005.

A handwritten signature in black ink, appearing to read 'RCM', is written over a horizontal line.

ROBERT C. MONTGOMERY-INCORPORATOR
Telephone (208) 322-8865