

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

NECESSARY, INC.
File number C 117498

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 NECESSARY, 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: December 20, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alisa A. Heatherly*

ARTICLES OF INCORPORATION
OF
NECESSARY, INC.
An Idaho Nonprofit Corporation

DEC 20 1996
IDAHO SECRETARY OF STATE
DATE 12/20/1996 0900 48732
CLK # 850 DIST# 73623
INC. NONP
30.00
'96

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The undersigned, who are citizens of the United States, desiring to form a nonprofit corporation under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, do hereby certify:

ARTICLE I.

The name of the corporation shall be Necessary, Inc.

ARTICLE II.

The corporation is a nonprofit corporation.

ARTICLE III.

The period or duration of the corporation is perpetual.

ARTICLE IV.

The place in this state where the principal office of the corporation is to be located is the City of Clark Fork, Bonner County, Idaho. The address of the initial registered office is 710 Pine Street, Clark Fork, Idaho, and the name of the initial registered agent at this address is Janet Smith.

ARTICLE V.

Said corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Said purposes include:

1. To establish support groups and job training for at-risk families, women, and youth to promote emotional, psychological, personal and economic growth.
2. To provide transportation and resources for procuring medical, dental, or mental health care for at-risk families, women, and youth.

3. To promote travel groups for teens to other countries for foreign language training and to promote international understanding.
4. To establish community centers for children, teenagers, and families to lessen neighborhood tensions and to combat juvenile delinquency and community deterioration.

ARTICLE VI.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 or in opposition to any 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII.

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the bylaws.

ARTICLE VIII.

The corporation shall have members under membership requirements as set forth in the bylaws of the corporation.

ARTICLE IX.

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 nine (9) individuals, each of whom, at all times, shall be a member of the corporation. 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 elected or appointed by the existing Directors in the

manner and for the term provided in the bylaws of the corporation.

The names and street addresses of the persons constituting the initial Board of Directors of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Janet Smith	Box 546, Clark Fork Idaho 83811
Martha Nims, Ph.D.	3066 Markridge Drive, Reno, Nevada 89509
Sue Tracy	Route 2, Box RK 49, Bishop, California 93514

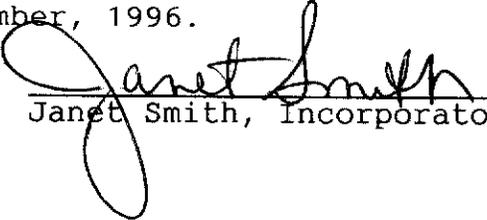
ARTICLE X.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

XI.

The name and street address of the incorporator is Janet Smith, 710 Pine Street, Clark Fork, Idaho 83811.

Dated this 29 day of November, 1996.



Janet Smith, Incorporator