

**FILED EFFECTIVE**

**FILED EFFECTIVE**

2003 JAN 13 PM 2:26

**ARTICLES OF INCORPORATION  
OF**

STATE OF IDAHO

**SUSAN F. FALCK, MSW, LCSW, P.C.**

I, the undersigned, incorporator for the purposes of forming a corporation under and pursuant to Title 30, Chapter 13 of the Idaho Code do hereby certify the following:

I.

The name of the Corporation shall be:

SUSAN F. FALCK, MSW, LCSW, P.C.

II.

The duration of this Corporation shall be perpetual.

III.

The purpose of this Corporation is to engage in the practice of counseling and related activities permitted by law.

IV.

The location of the registered office of this Corporation in the State of Idaho shall be:

6398 S. Main Street  
Bonners Ferry ID 83805

and the resident agent at that address is Susan F. Falck.

V.

The aggregate number of shares which this Corporation shall have the authority to issue is 10,000 shares, with a par value of \$100.00 per share, having an aggregate par value of \$1,000,000.00, which shall be known as common stock. This stock, to the extent possible, shall be issued pursuant to the provisions of Sec. 1244 of the Internal Revenue Code.

IDAHO SECRETARY OF STATE  
01/14/2003 05:00  
CK: 5958 CT: 24226 DH: 656521  
1 @ 100.00 = 100.00 CORP # 2

0147147

VI.

The name and address of the incorporator are:

Richard W. Kochansky  
Attorney at Law  
408 E. Sherman Avenue #309  
Coeur d'Alene ID 83814

VII.

The names and addresses of the first Board of Directors are as follows:

Susan F. Falck  
6398 S. Main Street  
Bonners Ferry ID 83805

whose terms of office shall continue until the first annual meeting of the shareholders, or until their successors are duly selected and have qualified.

VIII.

All or any portion of these Articles of Incorporation may be amended by the affirmative vote of the holders of a majority of the stock entitled to vote.

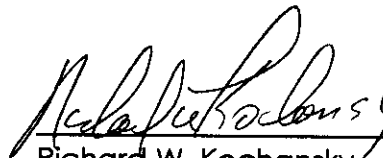
IX.

The management of this Corporation shall be vested in a Board of Directors consisting of not less than one or more than seven Directors to be elected at the annual meeting of this Corporation.

X.

The officers of this corporations shall consist of a President, Vice-President, Secretary and Treasurer, and any two of the offices except those of President and Secretary may be held by the same person, unless provided otherwise by law.

IN TESTIMONY WHEREOF, I have hereunto set my hand at the place indicated on the 9<sup>th</sup> day of January 2003.

  
Richard W. Kochansky  
Incorporator