

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

CM HEALTH CARE SERVICES CO.

File number C 107834

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 CM HEALTH CARE SERVICES CO. 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: September 29, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alta S. [Signature]*

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**ARTICLES OF INCORPORATION
OF
CM HEALTH CARE SERVICES CO.**

The undersigned, acting as the incorporators of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the corporation is CM HEALTH CARE SERVICES CO.

ARTICLE II. NONPROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The location of this Corporation is in the City of Pocatello, County of Bannock, State of Idaho. The address of the initial registered office is 1959 Mink Creek Road, Pocatello, Idaho 83204, and the name of the initial registered agent at this address is Frank Covington.

ARTICLE V. PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

A. To research, support and develop innovative models for comprehensive community based rural mental health and chemical dependency services for all age groups.

To research, support and develop prevention service models for community based rural mental health and chemical dependency services.

For charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time,

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including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

D. 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 that time lawfully carry on or do.

ARTICLE 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 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.

ARTICLE VII. NO MEMBERS

The Corporation shall have no members.

ARTICLE 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 nine (9) individuals. The actual number of directors shall be fixed by the By Laws of the Corporation. Other

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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 By Laws of the Corporation.

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

<u>NAME</u>	<u>ADDRESS</u>
Frank Covington	1959 Mink Creek Road Pocatello, Idaho 83204
J. Kent Mueller	151 N. 3rd Avenue Pocatello, Idaho 83201
Coralea Howell	6740 Smile Lane Pocatello, Idaho 83204
Jay Bauden	2444 South Fairway Pocatello, Idaho 83201

ARTICLE IX. 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.

ARTICLE X. INCORPORATOR

The name and street address of the incorporators are as follows:

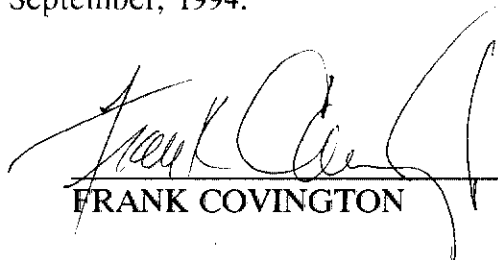
Frank Covington
1959 Mink Creek Road
Pocatello, Idaho 83204

J. Kent Mueller
6278 Old Ranch Road
Pocatello, Idaho 83204

ARTICLE XI. BY LAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the By Laws.

DATED this 23rd day of September, 1994.


FRANK COVINGTON


J. KENT MUELLER

STATE OF IDAHO)
 :SS
County of Bannock)

On this 23rd day of September, 1994, before me, the undersigned Notary Public, in and for said State and County, personally appeared Frank Covington, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year in this Certificate first above written.

(SEAL)

Randall C. Budge
NOTARY PUBLIC FOR IDAHO
Residing at: Pocatello, ID
Commission expires: 10/15/94

STATE OF IDAHO)
 :SS
County of Bannock)

On this 23rd day of September, 1994, before me, the undersigned Notary Public, in and for said State and County, personally appeared J. Kent Mueller, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year in this Certificate first above written.

(SEAL)

Randall C. Budge
NOTARY PUBLIC FOR IDAHO
Residing at: Pocatello, ID
Commission expires: 10-15-94