

**CERTIFICATE OF INCORPORATION
OF**

NEW LEAF, INC.

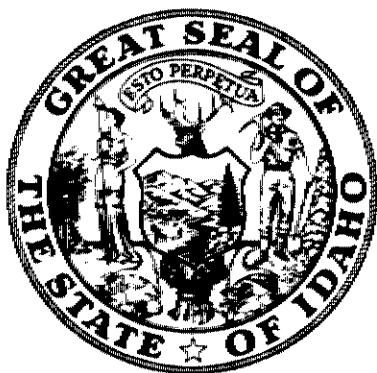
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

NEW LEAF, 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 _____ **August 31**, 19 **88**.



Pete T. Cenarrusa
SECRETARY OF STATE

Lucy J. Park
Corporation Clerk

ARTICLES OF INCORPORATION
OF
NEW LEAF, INC.

Aug 31 3 11 PM '88
SECRETARY OF STATE

Know All Men By These Presents;

That the undersigned incorporators, being natural persons over the age of eighteen (18) years or more, and desiring to form a non-profit corporation under the laws of the State of Idaho, do hereby sign, verify, and deliver in duplicate to the Secretary of the State of Idaho these Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be New Leaf, Inc.

ARTICLE II: PERIOD OF DURATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III: NONPROFIT PURPOSE AND ACTIVITIES

The corporation is organized to facilitate and deliver habilitation to individuals who have been rendered in some degree developmentally disabled; either physically, mentally, emotionally, chemically; or, have endured an environment which may have caused or contributed to such disabilities. Habilitation efforts and programs provided to clients shall be directed towards the preservation of peace in all areas of life. And, in so doing:

To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith which are not forbidden by the Idaho Nonprofit Corporation Act, as now enforced or as hereafter amended, by any other law, or by these Articles of Incorporation.

ARTICLE IV: LIMITATIONS

A. No part of the income or net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, or officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the corporation by any officer, director, agent, or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors) and provided further that no member director or officer of the corporation or any other private individual shall be entitled to share in any distribution of any of the assets of the corporation on dissolution of the corporation or otherwise. Nothing stated shall be deemed to prevent the corporation from making payments or distributions, in furtherance of the purposes set forth in Article III hereof.

B. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

C. No part of the assets of the corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consist of carrying on propaganda or otherwise attempting to influence legislation.

D. Upon dissolution of the corporation, all of its assets shall be paid over or transferred to one or more exempt organizations of the kind described in section 501 (c) (3) of the Internal Revenue Code.

E. Notwithstanding any other provision hereof, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is exempt from taxation under the provisions of section 501 (c) (3) of the Internal Revenue Code of 1954, as amended from time to time.

ARTICLE V: REGISTERED OFFICE AND AGENT

The initial registered office of the corporation shall be at 202 Ellen Street, Boise, Idaho 83714 and the named initial registered agent at such address is Charley A. Robinson. Either the registered office or the registered agent may be changed in the manner provided by law.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of four (4) Directors, and the name and address of the persons who shall serve as directors until their successors are elected and qualified are as follows:

- | | |
|--------------------------------|---|
| 1. Charley A. Robinson, C.A.C. | 202 Ellen Street
Boise, ID 83714 |
| 2. Mark B. Gornik, C.A.C. | 3215 Bellomy Lane
Boise, ID 83703 |
| 3. George W. Manning, MBA | 2909 Breneman
Boise, ID 83703 |
| 4. Wally Pond, Ph.d | 1020 West Franklin St.
Boise, ID 83702 |

Thereafter, directors shall be elected or appointed in the manner and for the terms provided in the bylaws.

ARTICLE VII: MANAGEMENT

The affairs of the corporation shall be managed by its Board of Directors.

ARTICLE VIII: INDEMNIFICATION

A. The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, fiduciary or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, fiduciary, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney fees), judgements, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner he reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgement, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in the best interests of the corporation, clients or employees said person had responsibility to or for and with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

B. The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgement in its favor by reason of the fact that he is or was a director, officer, employee, fiduciary or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney fees) actually and reasonably incurred by him in connection with the defense or settlement or such action or suit if he acted in good faith and in a manner he reasonably believed to be in the best interests of the corporation; but no matter as to which such person has been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

C. To the extent that a director, officer, employee, fiduciary or agent of a corporation has been successful on the merits in defense of any action, suit, or proceeding referred to in (A) or (B) of this

Article or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him in connection therewith.

D. Any indemnification under (A) or (B) of this Article VIII (unless ordered by a court) and as distinguished from (C) of this Article shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, fiduciary or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in (A) or (B) above. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties of such action, suit, or proceeding, or, if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or by the members entitled to vote thereon.

E. Expenses (including attorney fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding as authorized in (C) or (D) of this Article VIII, upon receipt of an undertaking by or on behalf of the director, officer, employee, fiduciary or agent to repay such amount unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this Article VIII.

F. The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, and any procedure provided for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, fiduciary or agent and shall inure to the benefit of heirs, executors, and administrators of such a person.

G. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, fiduciary, or agent of the corporation or who is or was serving at the request of the corporation as director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under provisions of the Article VIII.

ARTICLE IX: AMENDMENT

These Articles of Incorporation may be amended by a majority vote of the members then in office, according to the procedures set forth in the bylaws of the corporation.

ARTICLE X: MEMBERSHIP

All members of the corporation will be on the Board of Directors.

ARTICLE XI: INCORPORATION

The name and address of the incorporator is as follows;

Charley A. Robinson
202 Ellen Street
Boise, ID 83714

IN WITNESS THEREOF, the above named incorporator signed these
Articles of Incorporation on August 31, 1988.

Charley A. Robinson
Charley A. Robinson