



CERTIFICATE OF INCORPORATION
OF

WEIGHT COUNSELING CENTERS, INC.

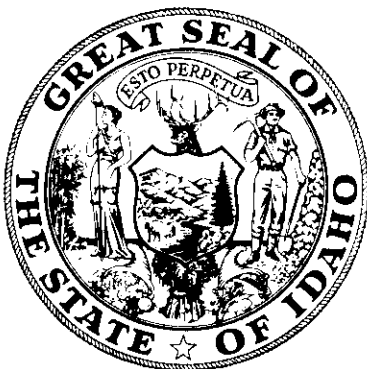
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

WEIGHT COUNSELING CENTERS, INC.

duly signed pursuant to the provisions of the Idaho Business 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: *January 22, 1982*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
WEIGHT COUNSELING CENTERS, INC.

RECEIVED

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11 RETAINED KNOW ALL MEN BY THESE PRESENTS: That the undersigned, in order
12 STATE to form a corporation for the purpose hereinafter stated, under and
13 pursuant to the provisions of the general corporation laws of the
14 State of Idaho, and the Acts amendatory thereof and supplemental thereto,
15 hereby certify as follows:

16 FIRST

17 The name of the corporation is Weight Counseling Centers, Inc.

18 SECOND

19 The purposes for which the corporation is organized are the
20 transaction of any and/or all business for which corporations may
21 be incorporated under the Idaho Business Corporations Act.

22 THIRD

23 The corporation is to have perpetual existence.

24 FOURTH

25 The name of the registered agent and the location and post office
26 address of the registered office of the corporation is CARL E. MIO,
27 Post Office Box 654, Fruitland, Idaho 83619. (1171 Vista Ave.)

28 FIFTH

29 The amount of capital stock of this corporation shall be and is
30 50,000 shares of stock of the par value of \$0.01 (one cent) each,
31 making an aggregate stock of \$500.00, which stock shall not be issued
32 until fully paid for and once so issued shall be nonassessable.

SIXTH

The names and post office addresses of the incorporators and
the number of shares subscribed for by each, are as follows:

<u>NAMES</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
Linda L. McClure	Rt 1 Box 1032 New Plymouth, Idaho 83655	One
Natalie Sue Mio	Post Office Box 189 Fruitland, Idaho 83619	One

1- ARTICLES OF INCORPORATION

SEVENTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

EIGHTH

The number of directors of the corporation shall be as specified in the Bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the Bylaws, and in accordance with Idaho Code. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified. The initial Board of Directors shall be three (3) in number and their names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Linda L. McClure	Rt 1 Box 1032 New Plymouth, Idaho 83655
Natalie Sue Mio	Post Office Box 189 Fruitland, Idaho 83619
David M. McClure	Rt 1 Box 1032 New Plymouth, Idaho 83655

NINTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

TENTH

1 A voluntary sale, lease or exchange of all of the property and
2 assets of the corporation, including its good will and its corporate
3 franchises, may be made by the Board of Directors upon such terms and
4 conditions as it may deem expedient for the best interests of the
5 corporation, but only when such act is authorized by the vote of holders
6 of two-thirds of the voting power of all shareholders.

ELEVENTH

8 No contract of other transaction between the corporation and any
9 other corporation and no act of the corporation shall in any way be
10 affected or invalidated by the fact that any of the directors of the
11 corporation are pecuniarily, or otherwise interested in, or are directors
12 of officers of, such other corporation, any director individually, or
13 any firm of which any director may be a member, may be a party to, or
14 may be pecuniarily or otherwise interested in, any contract or
15 transaction of the corporation, provided that the fact that he or such
16 firm is so interested shall be disclosed or shall have been known to the
17 Board of Directors or a majority thereof, and any director of the corpora-
18 tion who is also a director or officer of such other corporation, or
19 who is so interested, may be counted in determining the existence of
20 a quorum at any meeting of the Board of Directors of the corporation
21 which shall authorize any such contract or any such transaction with like
22 force and effect as if he were not such director or officer of such other
23 corporation or not so interested.

TWELFTH

25 The Board of Directors is expressly authorized to repeal and
26 amend the Bylaws of the corporation and to adopt new Bylaws, and the
27 corporation reserves the right to amend, alter, change or repeal, any
28 provision contained in these Articles of Incorporation, in the manner now,
29 or hereafter, prescribed by law, by a majority vote of the stockholders,
30 represented in person or by proxy, at any annual meeting of the stock-
31 holders or any meeting duly called for that purpose, except where the laws
32 of the said State of Idaho otherwise provide.

1 IN WITNESS WHEREOF, for the purpose of forming this Corporation
2 under the statutes of the State of Idaho, the undersigned, the
3 incorporators of this Corporation, has executed these Articles of
4 Incorporation the 22nd day of February, 1982.

5
6 Linda L. McClure
7 LINDA L. MCCLURE

8 Natalie Sue Mio
9 NATALIE SUE MIO

10
11
12 STATE OF IDAHO)
13 County of Ada)

14 On the date as first set forth above, before me, the undersigned,
15 a Notary Public in and for the said State, personally appeared Linda L.
16 McClure and Natalie Sue Mio, known to me to be the persons whose names
are subscribed to the within instrument, and acknowledged to me that they
executed the same.

17 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
18 official seal the day and year in this certificate first above written.

19
20 Notary Public for Idaho
21 Residing at Boise, Idaho

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30 4-ARTICLES OF INCORPORATION
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