



CERTIFICATE OF INCORPORATION
OF

MOUNTAIN VIEWS, INC.

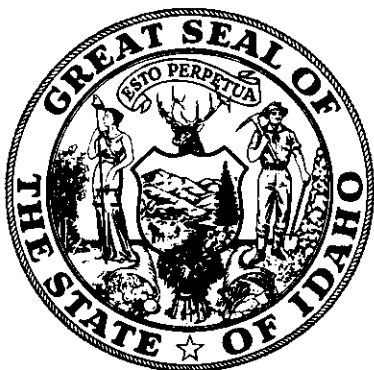
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

MOUNTAIN VIEWS, 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 4, 19 83.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
MOUNTAIN VIEWS, INC.
A NONPROFIT CORPORATION

83 AUG 4 AM 11:06
SECRETARY OF
STATE

KNOW ALL PERSONS BY THESE PRESENTS:

WE, the undersigned, citizens and residents of the State of Idaho and the United States of America, over the age of twenty-one (21), for the purpose of organizing and forming a nonprofit corporation under the provisions of the Idaho Nonprofit Corporation Act (Title 30, Chapter 3, Idaho Code, sections 30-301 to 30-332) and all other pertinent laws of the State of Idaho, do hereby associate ourselves and adopt the following Articles of Incorporation:

ARTICLE I

Name of Corporation

The name of this corporation is: MOUNTAIN VIEWS, INC.

ARTICLE II

Nonprofit Status

The corporation is a nonprofit corporation under the Idaho Nonprofit Corporation Act (Title 30, Chapter 3, Idaho Code, sections 30-301 to 30-332).

The corporation is not organized for pecuniary profit. This corporation shall not have the power to issue certificates of stock or declare dividends; no part of the net earnings (if

ARTICLES OF INCORPORATION

any) of the corporation shall inure to the benefit of, be distributable to, nor shall dividends be paid to, any member, director, officer, or any other private person. Provided that, the corporation shall have the power to pay reasonable compensation for services rendered and to make payments and distributions in accordance with the corporate purposes set forth in Article IV, below.

ARTICLE II

Duration

The period of duration of this corporation is perpetual.

ARTICLE IV

Purposes

The purposes for which the corporation is organized are as follows:

- 1) To explore and extend physical and mental capabilities and limitations and to accomplish through the use of creative problem solving the optimalization of the individual.
- 2) To gain strength from a relationship with the physical and natural world. To understand and evaluate that which can and cannot be changed. To gain greater awareness of and examine attitudes toward the world and its equilibrium.
- 3) To provide a supportive physical and emotional environment to children whose life situation does not maximize their emotional, physical, and intellectual learning opportunities.
- 4) To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment,

ARTICLES OF INCORPORATION

fostering or attainment of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons, organizations (of any kind or nature) such as corporations, firms, associations, trusts, institutions, foundations, or government bureaus, departments and agencies.

5) To hire employees or otherwise maintain in various employment and contractual relationships persons to assist the children and youth to develop greater awareness of their attitudes, values, limitations and motivations and to expand their skills, awareness, and capabilities.

6) To have power to acquire, purchase, construct, own, hold, invest in, lease, manage, develop, maintain, rehabilitate, improve, sell, lease, exchange or otherwise dispose of improved or unimproved property, real, personal or mixed, and any interest therein, of every kind and description.

7) To borrow money and execute such evidence of indebtedness and such contracts, agreements, mortgages, deeds, leases, assignments, conveyances, security agreements or other instruments as may be necessary.

8) To do any lawful act or thing necessary or proper to carry out the foregoing purposes and powers. To exercise all other rights and powers conferred upon nonprofit corporations formed under the general Nonprofit Corporation Act of the State of Idaho.

9) Provided, however, that the corporation shall not engage in any activity whatsoever, including those mentioned above, that are not in furtherance of the charitable purpose of the corporation. All the foregoing purposes and powers shall be exercised exclusively for charitable purposes and in such manner that the corporation shall qualify as a tax exempt organization under the Internal Revenue Code of the United States of America and applicable Idaho State Tax Statutes, as they are currently or shall hereinafter be in force and effect.

ARTICLE V

Membership

The corporation is to have one class of members. The manner of election or appointment, and the qualifications and rights of members shall be set forth in the bylaws of the corporation. Instruments evidencing membership, if any, will be set forth, established and issued pertinent to the bylaws of the corporation. Provisions for meetings of the members shall be set forth in the bylaws of the corporation.

ARTICLE VI

Street Address of Office and Agent

The street address of the initial registered office of the corporation is:

1203 Dearborn

Caldwell, Idaho 83605

The name of the corporation's initial registered agent at this address is:

Susan D. Gilroy
1203 Dearborn
Caldwell, Idaho 83605

ARTICLE VII

Directors of Corporation

The number of directors constituting the initial board of directors shall be five (5). However, the board of directors may allow any and all persons or committees of such persons that they desire to attend meetings and otherwise assist in the management of the corporation.

The names and addresses of the persons who are appointed to act in the capacity of directors until the election of their successors are:

Ernesto G. Sanchez
1514 North 25th
Boise, Idaho 83702
208/345-4785

Susan D. Gilroy
1203 Dearborn
Caldwell, Idaho 83605
208/454-0627

Arthur G. Hamblin
3315 Kipling
Boise, Idaho 83705
208/336-7528

Barbara M. Littlejohn
1711 West Boise Avenue
Boise, Idaho 83706
208/344-3752

Lynn F. Ellis
1564 Euclid
Boise, Idaho 83706
208/345-1967

The board of directors shall be elected by the members of the corporation at an annual meeting. The annual meeting (including the first annual meeting) will be held on dates and times specified in the bylaws of the corporation.

ARTICLES OF INCORPORATION

ARTICLE VIII

Management of Corporation by Directors

1) The management of all the affairs and business of the corporation shall be vested in the board of directors.

2) The number, qualifications, powers, duties, terms of office, manner of election, and times and places for meetings of the board of directors shall be prescribed by the board of directors and recorded in the bylaws of the corporation.

3) The board of directors may adopt bylaws by a majority vote that will further the purposes of the corporation as established in Article IV.

4) These articles of incorporation, and the bylaws of the corporation, may be amended by a majority vote of the board of directors.

5) All actions by the corporation shall be decided upon by a majority vote of the board of directors and placed in the records of the corporation in the form of a resolution. Provided, that all major corporate activities, including but not limited to those in Article IV sections one and three above, shall only be considered after written notice to the members of the board of directors, unless such written notice be explicitly waived at the board of directors meeting.

6) The officers of the corporation shall be designated, named, elected, or appointed in a manner to be prescribed in the bylaws of the corporation.

ARTICLES OF INCORPORATION

ARTICLE IX

Termination of Corporation

The corporation may be terminated and dissolved and will cease to exist upon a majority vote of the members as per *Rynn Ellis*.

Upon termination and dissolution, the balance (if any) of money received by the corporation for operations, after payment in full of all operating expenses, debts and obligations of the corporation of whatever kind or nature, shall be used for a purpose consistent with Article IV above.

ARTICLE X

Indemnification and Insurance for Directors

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the corporation shall be indemnified by the corporation against any and all reasonable expenses, including attorney fees, incurred in connection with the defense or settlement of such action, suit or proceeding, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that the director is liable for negligence or misconduct.

The board of directors shall establish insurance to ensure this indemnification, as they deem necessary, in the bylaws of the corporation.

ARTICLES OF INCORPORATION

ARTICLE XI

Incorporators

The name and address of each incorporator of the corporation is as follows:

Ernesto G. Sanchez
1514 North 25th
Boise, Idaho 83702
208/345-4785

Susan D. Gilroy
1203 Dearborn
Caldwell, Idaho 83605
208/454-0627

Arthur G. Hamblin
3315 Kipling
Boise, Idaho 83705
208/336-7528

Barbara M. Littlejohn
1711 West Boise Avenue
Boise, Idaho 83706
208/344-3752

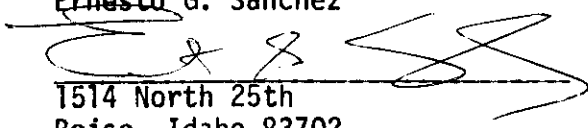
Lynn F. Ellis
1564 Euclid
Boise, Idaho 83706
208/345-1967

IN WITNESS WHEREOF, the following person acknowledges that he is a resident of the State of Idaho and has joined together with those others hereto signed to incorporate this corporation as a nonprofit corporation.

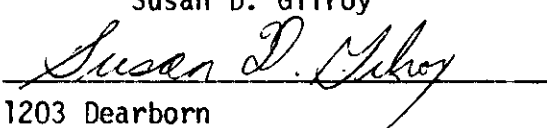
ARTICLE XI

The name and address of each incorporator of the corporation is as follows:

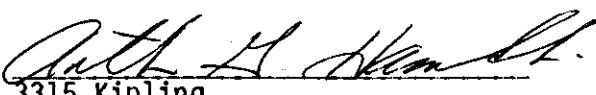
Ernesto G. Sanchez


1514 North 25th
Boise, Idaho 83702
208 345-4785

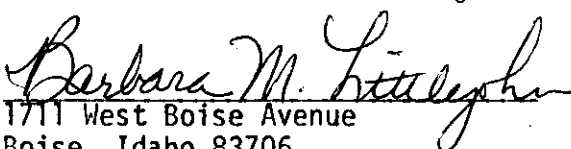
Susan D. Gilroy


1203 Dearborn
Caldwell, Idaho 83605
208 454-0627

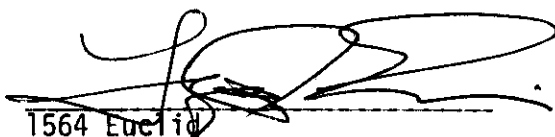
Arthur G. Hamblin


3315 Kipling
Boise, Idaho 83705
208 336-7528

Barbara M. Littlejohn


1711 West Boise Avenue
Boise, Idaho 83706
208 344-3752

Lynn F. Ellis


1564 Euclid
Boise, Idaho 83706
208 345-1967

IN WITNESS WHEREOF, the following person acknowledges that he is a resident of the State of Idaho and has joined together with those others hereto signed to incorporate this corporation as a non profit corporation.

