

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

PSYCHOLOGICAL SERVICES OF IDAHO, INC.

was filed in the office of the Secretary of State on the 28th day of January A.D., One Thousand Nine Hundred seventy-five and will be recorded on Film No. microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for Perpetual Existence from the date hereof, with its registered office in this State located at Boise, Idaho in the County of Ada

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 28th day of January, A.D., 19 75.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
PSYCHOLOGICAL SERVICES OF IDAHO, INC.

KNOW ALL MEN BY THESE PRESENTS, that we the undersigned, each being a natural person of full age, and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation not for profit under Section 30-117A, Idaho Code, as amended, and under the laws of the State of Idaho, in general and we do hereby certify, declare and adopt the following Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be Psychological Services of Idaho, Inc.

ARTICLE II.

The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE III.

The location of the registered office of this corporation shall be in Boise, County of Ada, State of Idaho, and the address of the registered office of this corporation shall be 4701 Hillcrest View, Boise, Idaho 83705.

ARTICLE IV.

1. The objects and purposes of this corporation shall be as follows:

- (a) To provide psychological and social services to those persons or organizations needing or requesting the same;
- (b) To make the general population aware of the assistance and services which are available to those requiring them;

- (c) To inform the general public and to assist those who could benefit from social and psychological services to find persons who provide these services;
- (d) To utilize those state and federal funds which are available and channel the same to promote the health and welfare of the general public;
- (e) To gather, to exchange, and to disseminate scientific information which might be useful in the assistance and treatment of those persons who could benefit from psychological or social services;
- (f) To assist and work for the coordination of other organizations and persons interested in developing and providing psychological and social services;
- (g) To protect and assist those members of our society who require such service, and to provide information and assistance to them so that they will be better able to become more fulfilled in their lives and more productive in their society;
- (h) To improve the general standard of living;
- (i) To provide the means so that any person requiring services, will be able to obtain such services;
- (j) To develop and strengthen the family unit by psychological means;
- (k) To attempt to preserve the family unit, when possible;
- (l) To provide expert social and psychological advice to the community in general;

- (m) To improve the mental hygiene, and psychological well-being of the community, the state, and the country, and of its citizens;
- (n) To improve the quality, and availability of social and psychological services to those persons in need of them;
- (o) To work with other organizations in developing methods of evaluating the effectiveness of psychological and social services;
- (p) To provide the general population with information which will assist them in living a happier and healthier life and adjusting to those conditions which might otherwise lead them into hardship and suffering;
- (q) To work solely in the interests of those members of society and of those organizations who are in need of psychological or social services and to remain completely independent and free from pressures from any source whatever which might disrupt the above stated purposes of this non-profit corporation;
- (r) To work with other organizations with similar or analagous purposes;
- (s) To provide training and consulation to other providers of these services.

This corporation shall not engage in any form of trade or commerce, or carry on any activity which will result in a remunerative profit to the corporation. Any monies, funds or grants received by this corporation shall be applied

only to the non-profit purposes and objectives of this corporation.

Subject to the foregoing limitations, and in accordance with the objects hereinabove set forth, the further objects, purposes, business and pursuits of this corporation shall be as follows:

To receive gifts, grants of money and property of every kind and to utilize the same in providing psychological and social services to those persons who are in need of the same and for educational and civic uses and improvements, and to do anything necessary or proper for the accomplishment of these purposes;

To enter into, make, perform and carry out contracts of every sort and kind and with any person, firm, association or corporation, municipality, body politic, country, territory, district, state and government;

To purchase, subscribe for or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including but not limited to shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities, contracts, or obligations of any corporation or corporations, association or associations, domestic or foreign and to pay therefor in whole or in part, in cash or by exchanging therefor stocks, bonds or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, contracts, or obligations, to receive, collect and dispose of the interest, dividends and income arising from such property, and to possess and exercise in respect thereto, all the rights, powers and

privileges of ownership including all voting powers on any stocks so owned;

To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable or transferrable instruments;

In the purchase or aquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other dispositions of bonds, debentures, obligations, negotiable and transferrable instruments, and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust, or otherwise;

To carry on any other activities which may seem to the corporation capable of being conveniently carried on in connection with its affairs, or calculated directly or indirectly to enhance the value of or render more beneficial any of the corporation's property or rights;

The said corporation may perform any part of its business outside of the State of Idaho, in the other states, in the District of Columbia, territories or possessions, or dependencies of the United States;

To do each and all things set forth herein to the same extent and as fully as natural persons might do or could do in the State of Idaho, and in any other state, country, or place.

The foregoing clauses shall be construed as objects, purposes, and powers; and it is hereby expressly provided that any enumeration of specific power shall not be held to limit or restrict in any manner the powers of this corporation.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of the objects or the furtherance of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals and to do every other act or acts, thing or things, incidental or appurtenant to or going out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with laws under which this corporation is organized.

ARTICLE V.

In furtherance, and not in limitation of the powers confirmed by statute, the Board of Directors is expressly authorized:

To make and alter By-Laws of this corporation, and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

This corporation may in its By-Laws confer powers upon its directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by statute.

ARTICLE VI.

The corporation formed hereby shall have no capital stock and shall be composed of members rather than shareholders. The voting power, property rights and interests of each member are equal. New members may be admitted and shall be entitled to vote and to share in the property of the association with the old members.

No interest of any member in this corporation shall be assignable or transferrable, and no membership in this association shall be considered as having any monetary value. Any member may be expelled from the corporation upon the conditions, and for the reasons as may be specified in the

By-Laws.

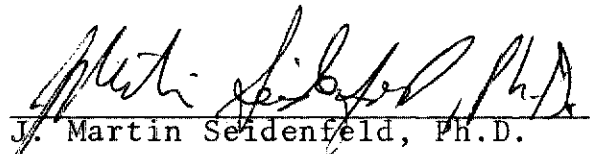
ARTICLE VII.

The private property of the members of this corporation shall not be subject to the payment of corporate debts to any extent whatsoever, regardless of how such debts are incurred.

ARTICLE VIII.

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all acts conferred upon members herein are granted, subject to this reservation.

WE, THE UNDERSIGNED, being each one of the original incorporators for the purposes of forming a corporation not for profit to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and we respectively agree to become members of such corporation, and accordingly have hereunto set our hands and seals this 37th day of January, 1975.


J. Martin Seidenfeld, Ph.D.


Barbara L. Seidenfeld


Richard S. Udell

STATE OF IDAHO)
) ss.
County of Ada)

On this 27th day of January, 1975, a Notary Public in and for said State, personally appeared J. MARTIN SEIDENFELD, BARBARA L. SEIDENFELD and RICHARD S. UDELL, known to me to be the persons whose names are subscribed to the within and foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

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

Susan Van Houten
Notary Public for Idaho
Residence: Boise, Idaho