



CERTIFICATE OF INCORPORATION
OF

GORDON M. SMITH, CHARTERED

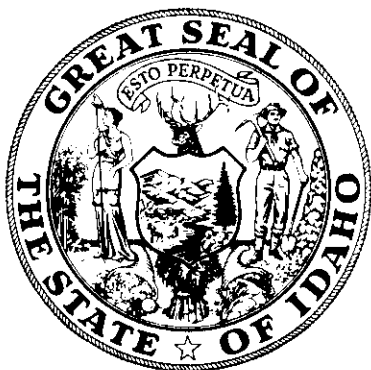
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

GORDON M. SMITH, CHARTERED

_____ ,
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: *July 2, 1982*



SECRETARY OF STATE

by: _____

RECEIVED

ARTICLES OF INCORPORATION

'82 JUL 2 PM 4 21

of

GORDON M. SMITH, CHARTERED

CLERK OF
STATE

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, being a natural person of full age and a citizen of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, does hereby certify as follows:

ARTICLE I

The name of the Corporation shall be GORDON M. SMITH, CHARTERED.

ARTICLE II

This corporation shall be perpetual in existence.

ARTICLE III

The purposes for which said Corporation is formed are, to the extent permitted by the Professional Service Corporation Act of the State of Idaho:

A. To engage in the practice of social work, and in connection therewith, performing mental health services, carrying on an office practice and doing all other things in any way associated with or appertaining to the practice of clinical social work.

B. To acquire by purchase or lease, or otherwise, real property and interest in real property so acquired. To erect or cause to be erected on any real property owned, held or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter, repair or improve any

buildings or other structure now or hereafter erected on any real property so owned, held or occupied. To mortgage, sell, lease or otherwise dispose of any real property or interest in real property and in buildings or other structures at any time owned or held by the corporation.

C. To have, exercise and enjoy all of the powers now or hereafter granted to professional corporation organized under the laws of the State of Idaho, and particularly all of the powers and privileges granted to professional corporations by Chapter 13 of Title 30 of the Idaho Code, and any present and future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforementioned business purposes and the carrying into effect of any and all of the aforesaid objects and purposes.

D. All of the foregoing provisions of this Article are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the professional corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the professional corporation to carry on any business or to exercise any power or to do any act which professional corporations formed under the laws of the State of Idaho may not carry on or do at the time. It is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article III of these Articles of Incorporation shall, except as otherwise provided, in no wise be limited or restricted by reference of inference from the terms of any other clauses or paragraphs

in this Article of of any other provision of these Articles of Incorporation.

ARTICLE IV

The amount of capital stock of this corporation shall be 1,000 shares of the par value of One Dollar (\$1.00) each. All of the shares of stock of the corporation shall be common, nonpreferred stock, and all of the shares shall be entitled to vote. The corporation may not issue any of its capital stock to anyone other than an individual who is a Psychologist or otherwise authorized to render the same specific professional services pursuant to the laws of the State of Idaho. No shareholder shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any of his stock.

ARTICLE V

The transfer of stock of the corporation shall be restricted and limited as provided by the Professional Service Corporation Act of the State of Idaho, the By-Laws of the corporation, and any other agreement entered into by and between the corporation and its stockholders. In no event, shall any person be eligible to own stock in the corporation who is not a social worker or authorized by the State of Idaho to render the same services and any attempted transfer of stock to an ineligible person shall be void.

ARTICLE VI

The location and post office address of the corporation's registered office shall be 6003 Overland Rd. Boise, Idaho and the registered agent shall be GORDON M. SMITH, whose address is 2708 Scyene Way, Boise, Idaho.

ARTICLE VII

The Board of Directors shall consist of at least one director, but during the term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided in the By-Laws. The Board of Director who shall serve until his successor shall have been elected and qualified is:

GORDON M. SMITH, 2708 Scyene Way, Boise, Idaho.

Meetings of the Board of Directors may be held at any location, within or without the State of Idaho.

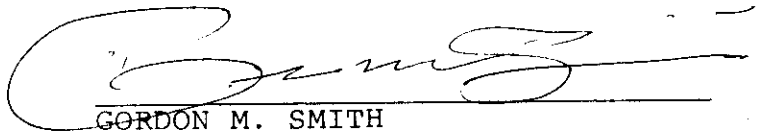
ARTICLE VIII

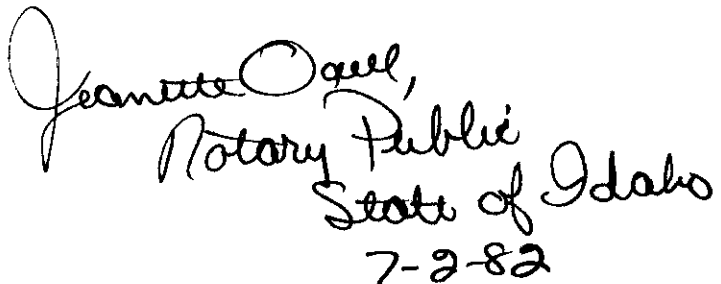
No contract or other transaction between the corporation any any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, shall be in any way affected or invalidated by the fact that any of the directors of the corporation or otherwise interested in, or are directors or officers of such other corporation or may be pecuniarily or otherwise interested in any contract or transaction of the corporation if the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. The director of the corporation, who is also a director or officer of such other corporation, or is so interested, may be counted in determining the existance of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE IX

The Board of Director or Directors may, by resolution adopted by a majority vote of the full Board, designate from among its members, an executive committee, and one (1) or more other committees as deemed necessary, which shall have all the authority of the Board of Directors except authority to deal with shares of corporation stock and such other restrictions as may be contained in Idaho Code Section 30-1-42 as now existing, or as hereafter amended.

IN WITNESS WHEREOF, The undersigned incorporator of this corporation has hereunto set his hand this 2 day of July, 1982.


GORDON M. SMITH


Jeanette Ogden,
Notary Public
State of Idaho
7-2-82