



CERTIFICATE OF INCORPORATION  
OF

ANCHOR HOUSE, INC.

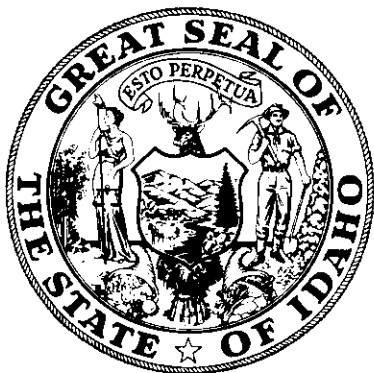
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

ANCHOR HOUSE, 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 October 5, 19 83.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

Articles of Incorporation Oct 5 8 30 AM '83  
of SECRETARY OF STATE

Anchor House, Inc.  
(A non-profit corporation)

We, the undersigned persons of the age of 18 years or more, citizens of the United States of America and residents of the State of Idaho, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the statutes of the State of Idaho.

ARTICLE ONE  
NAME

The name of the corporation is Anchor House, Inc.

ARTICLE TWO  
NONPROFIT CORPORATION

The corporation is a nonprofit corporation.

ARTICLE THREE  
DURATION

The period of the duration of this corporation is perpetual.

ARTICLE FOUR  
PURPOSES AND POWERS

The proposed powers of the corporation are as follows:

To have specifically and exclusively a charitable, educational, and religious purpose for all its activities, and to have no purpose, nor engage in any activity which would not be charitable, educational, or religious within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954 or any subsequent federal tax laws. The Corporation shall not have the power to do the following acts:

A. Engage in any act which would subject the corporation to tax under Section 4942 of the Internal Revenue Code of 1954 or any subsequent federal tax laws. Income from each taxable year must

be distributed as set forth in Section 4942 of the Internal Revenue Code.

B. Engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or any subsequent federal tax law.

C. Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954 or any subsequent tax law.

D. Make any investments in a manner which would subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1954 or any subsequent tax law.

E. Make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954 or any subsequent tax law.

Specifically, the powers of the corporation are, to hold and acquire real estate and property of every other kind and nature, and to do all activities permitted pursuant to Idaho Code Section 30-1-4 and 30-307 to carry out the following purposes: Provide a residential treatment facility or facilities as a short term alternative placement for children coming within the purview of the Idaho Youth Rehabilitation or Child Protective Acts, or any subsequent amendments thereto; to provide counseling, educational services, or other forms of treatment for children and families.

#### ARTICLE FIVE

##### LIMITATION ON ACTIVITIES AND EXPENDITURES

All of the properties and assets of this corporation shall be, and are, irrevocably dedicated to charitable, educational, and religious purposes and no part of the monies, properties or assets of the corporation, upon dissolution or otherwise, shall inure to the benefit of any private person, or individual, nor any member of the corporation, except as such private person or member may be a corporation organized and operated exclusively

for charitable, educational, or religious purposes, which is exempt from taxation, pursuant to Section 501(c)(3) and Section 4940-4946 of the Internal Revenue Code of 1954 or any subsequent federal tax laws.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding any of the provisions of these Articles, the organization shall not carry on any other activities not permitted by an organization exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954, or any subsequent federal tax laws or by an organization, contributions of which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954, or any subsequent federal laws.

#### ARTICLE SIX MEMBERSHIP

The corporation shall have no members.

#### ARTICLE SEVEN BYLAWS

The power to adopt, alter, amend or repeal the Bylaws is hereby vested in the Board of Directors.

#### ARTICLE EIGHT BOARD OF DIRECTORS

The number of Directors on the first Board of Directors shall be three. Additional members may be added pursuant to procedures set forth in the Bylaws adopted by the first Board of Directors. The first Board of Directors shall be the Incorporators. Thereafter Directors shall be elected or appointed in the manner and for the terms provided by the Bylaws. The Bylaws shall give the right to establish classes of Directors in order to stagger the dates upon which the terms of the Directors shall run.

ARTICLE NINE  
REGISTERED OFFICE AND AGENT

The location and address of the initial registered office of the corporation is 905 Garden avenue, Coeur d' Alene, Idaho, 83814, and the name of the initial registered agent at such address is Dan English.

ARTICLE TEN  
THE NAMES AND ADDRESSES OF THE INCORPORATORS  
AND INITIAL INCORPORATORS

The names and addresses of the incorporators and initial incorporators are: Norman P. Mahoney, 1119 Linden Avenue, Coeur d' Alene, Idaho, 83814; DeDe K. Sines, Rt. 2 Box 293, Hayden Lake, Idaho, 83835; and Daniel J. English, 905 Garden Avenue, Coeur d' Alene, Idaho, 83814.

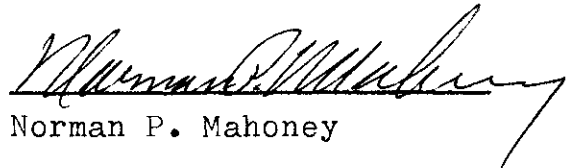
ARTICLE ELEVEN  
DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying all of the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes, and which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or any subsequent federal tax law, as the Board of Directors shall determine; provided, however, and subject to the above limitations, if any of such assets have been acquired under a federal grant or other contract, their disposition shall be made in accordance with the appropriate instructions of the governmental or other official responsible under the law for providing of such instructions under such circumstances.

IN WITNESS WHEREOF, we have hereunto set our hand this 30th day of September, 1983.

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Daniel J. English

  
Norman P. Mahoney