

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

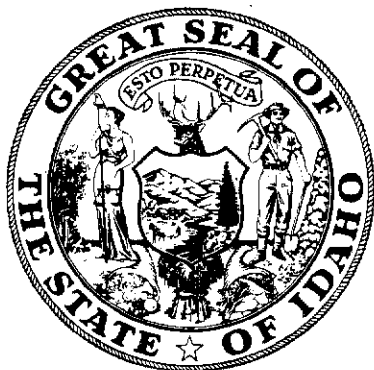
BETTER LIVING, INC.

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 BETTER LIVING, 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 July 14, _____, 19 87.



Pete T. Cenarrusa
SECRETARY OF STATE

Sandra Mathews
Corporation Clerk

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KNOW ALL MEN BY THESE PRESENTS:

The undersigned, acting as incorporators of a corporation under the Idaho Nonprofit Corporation Act, adopt the following Articles of Incorporation for such corporation:

I.

The name of the Corporation is Better Living, Inc.

II.

The Corporation is a nonprofit corporation. The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

III.

The period of its duration is perpetual.

IV.

The purpose or purposes for which the Corporation is organized are:

a. To undertake the development and implementation of strategies that would bring about the overall betterment of the quality of individual life and living in the community, severally, or jointly with existing organizations and public entities within and outside the political unit of Genesee, ID; and in particular; (1) the development of facilities and programs for young people, to promote health, athletic skills and general well being, as well as, a broadened education in the arts, the environment, and civic responsibility; (2) the development of opportunities for which adults, at varying stages of development, may achieve healthful and fulfilling lives, regardless of economic, educational, and social circumstances; (3) the development and implementation of programs that would promote the economic revitalization of the community; (4) the development and implementation of designs to enhance the natural and manmade endowments of the community in compliance with environmental and aesthetic principles, in order to make the community more attractive to visitors and residents; (5) the development of strategies that would foster the spirit of cooperation, camaraderie, and helpfulness amongst people.

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b. To do anything necessary and proper to accomplish any purposes set forth in the statement of purposes adopted by the incorporators of the Corporation.

c. In furtherance of the objectives described above, but not in limitation thereof, the Corporation shall have the power to collect and disseminate statistics and other information, to conduct investigations, to engage in various fund-raising activities, to conduct promotion activities, including advertising and publicity, in or by any suitable manner or media, and to acquire, own, hold, mortgage, dispose of, and invest its funds in real and personal property for the use and benefit and under the discretion of, and in trust for the corporation organized under the laws of the State of Idaho, or which elects its board of directors, or which controls it, as is necessary to accomplish its purposes.

V.

The corporation is organized exclusively for charitable purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

VI.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

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VII.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

VIII.

The address of the initial registered office of the Corporation is Route 1, Box 54, Genesee, Idaho 83832 and the name of its initial registered agent at such address is Loreca J. Stauber.

IX.

The number of directors constituting the initial Board of Directors of the Corporation is five (5), and the names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and shall qualify are:

LORECA J. STAUBER
KAROL A. WEDIN
RONALD R. WHITTUM
MARY WHITCRAFT
HEIDI LINEHAN

X.

The name and address of each incorporator is:

LORECA J. STAUBER	RT.1, BOX 54	GENESEEE, ID 83832
KAROL A. WEDIN	P.O. BOX 332	GENESEEE, ID 83832
HEIDI LINEHAN	RT. 1, BOX 78	GENESEEE, ID 83832
RONALD R. WHITTUM	RT.2, BOX 99A	GENESEEE, ID 83832
MARY WHITCRAFT	W.210 CHESTNUT	GENESEEE, ID 83832

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IN WITNESS WHEREOF, we, the undersigned, have hereunto
set our hands this 1ST day of JULY, 1987.

Loreca J. Stauber
Loreca J. Stauber

Heidi Linehan
Heidi Linehan

Mary Whitcraft
Mary Whitcraft

Karol A. Wedin
Karol A. Wedin

Ronald R. Whittum
Ronald R. Whittum

STATE OF IDAHO)
) SS.
County of Latah)

I, the undersigned, a Notary Public, do hereby certify
that on this 1st day of July, 1987, personally
appeared before me, names of incorporator, who being by
me first duly sworn, severally, declared that they are the
persons who signed the foregoing document as
incorporators, and that the statements therein contained
are true.

Karol A. Wedin
Notary Public for Idaho,
Residing at Genesee, Idaho