

State of Idaho

Department of State

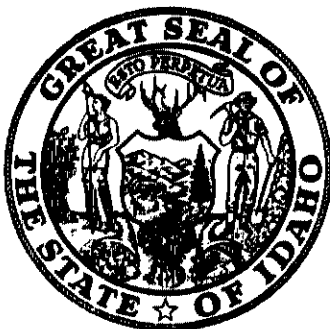
CERTIFICATE OF INCORPORATION OF

ACTION FOR YOUTH, 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 ACTION FOR YOUTH, 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: May 14, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By 

MAY 14 4 38 PM '93

SECRETARY OF STATE

ARTICLES OF INCORPORATION
of
ACTION FOR YOUTH, INC.

ARTICLE I
NAME

The name of the Corporation is ACTION FOR YOUTH, INC.

ARTICLE II
DURATION

The Corporation shall have perpetual existence.

ARTICLE III
NONPROFIT STATUS

The Corporation shall be a not-for-profit corporation. It shall not have or issue shares of stock and shall pay no dividends, and no part of any net earnings shall inure to the benefit of any member, director or officer.

ARTICLE IV
PURPOSE

The Corporation is organized for the following purposes:

1. To develop, own and operate teen centers.
2. To operate for charitable, benevolent, religious, educational, patriotic, civic, social or scientific purposes within the meaning of Section

501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

3. To exercise all powers granted by law necessary and proper to carry out the above state purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Idaho Nonprofit Corporation Act, or any amendment thereto or substitute therefor (the "Act"), may not at that time lawfully carry on or do.

ARTICLE V MEMBERS

A) Admission of Membership. Any person shall be admitted as a member of the corporation upon payment of the annual dues set by the Board of Directors for the calendar year in which such person applies for membership. Each person's membership shall expire on the first anniversary of such person's admission to membership unless on or before that date such person has paid the annual dues established for the calendar year in which such membership expires. Conditions of membership and procedures for the suspension or termination of a membership by the corporation may be established from time to time by the Board of Directors and recorded in the minutes of the proceedings of the Board of Directors.

B) Classes of Members and Voting. The corporation shall have two classes of members. Class A voting members shall be employees, representatives or agents of the corporation. Class B non-voting membership shall be unlimited. The identification of a member as a Class A or Class B member shall be relevant only for the election of Directors, dissolution of the corporation, and amendment of the Articles of Incorporation or Bylaws, as set forth in these Articles.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its board of directors. The Corporation shall have 3 directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be fewer than one (3). The following initial director shall serve as director until the first annual meeting or until the successor be elected and qualify:

NAME	ADDRESS
1) Ms. Cheryl A. Avery	4678 Bluegrass Boise, ID 83703
2) Mr. Jack Victor Avery	4678 Bluegrass Boise, ID 83703
3) Ms. Angie K. Avery	4678 Bluegrass Boise, ID 83703

ARTICLE VII
REGISTERED AGENT, INCORPORATOR and REGISTERED OFFICE

1. The Registered Agent is:

Cheryl A. Avery 4678 Bluegrass
Boise, ID 83703

2. The address of the Registered Office is:

4678 Bluegrass
Boise, ID 83703

3. The name and address of the Incorporator is:

Cheryl A. Avery 4678 Bluegrass
Boise, ID 83703

ARTICLE VIII
BYLAWS

The power to adopt, alter, amend, or repeal Bylaws not inconsistent with these Articles of Incorporation is vested in the Board of Directors of the Corporation.


ARTICLE IX
LIMITED DIRECTOR LIABILITY

The personal liability for a director to the Corporation for breach of fiduciary duty as a director shall be limited to the fullest extent of the law as provided in Idaho Code Section 30-1-54(2).

**ARTICLE X
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the members of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of May, 1993.


Cheryl A. Avery

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

BEFORE ME, a Notary Public in and for said county and state, personally appeared Cheryl A. Avery, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation for the purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 14th day of May, 1993.


Notary Public *For Idaho*
My Commission Expires: 7/22/98

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