



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

TRAINING RESOURCES, INC.

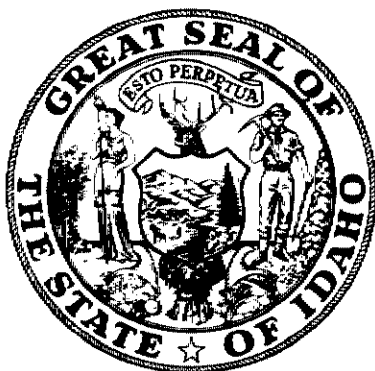
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

TRAINING RESOURCES, 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 _____ **March 23** _____, 19 **89** .



Pete T. Cenarrusa
SECRETARY OF STATE

Julie J. Clark
Corporation Clerk

ARTICLES OF INCORPORATION AND
NONPROFIT CORPORATION/NONSTOCK CORPORATION

MAY 23 11 21 AM '89

KNOW ALL BY THESE PRESENTS:

SECRETARY OF STATE

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

ARTICLE ONE
NAME AND LOCATION

The name of the corporation shall be Training Resources, Inc. and its principle place of business will be in the City of Boise, County of Ada, State of Idaho.

ARTICLE TWO
DURATION

The period of duration of this nonprofit corporation shall be into perpetuity.

ARTICLE THREE
PURPOSE CLAUSE

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

To provide training services for disabled persons with specially designed programs to meet their physical, social and psychological needs, and to promote their health, security, happiness, usefulness, and independence. The charges for such services to be predicated upon the provision, maintenance and operation thereof on a nonprofit basis.

ARTICLE FOUR
NONSTOCK CORPORATION

Training Resources, Inc. shall be nonstock, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

No part of the net earnings of Training Resources, Inc. shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that Training Resources, Inc. 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. Notwithstanding any other provision of these articles, Training Resources, Inc. 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 the 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).

ARTICLE FIVE DIRECTORS

The number of directors constituting the initial board of directors of the corporation is 2 and the names and addresses of the persons who are to serve as initial directors are as follows:

<u>Name</u>	<u>Address</u>
John Scott Fenwick	1601 N. 12th Boise, Idaho 83702
Joseph E. Karpach, Jr.	703 Thatcher Boise, Idaho 83702
Sheryl Kay Logan	1601 N. 12th Boise, Idaho 83702

ARTICLE SIX ELECTION OF DIRECTORS

The manner in which the directors are to be elected by the members is as follows: By majority vote, elected by the general membership at the annual meeting. The board members will be appointed for staggered terms of 1, 2, and 3 years, as defined in the corporate by-laws. Vacancies will be filled by the board chair with the approval of the board as a whole.

ARTICLE SEVEN MEMBERSHIP REQUIREMENTS

The method and conditions on which members shall be accepted and discharged or expelled shall be by vote of the full membership that currently exists. The time and place for the vote on electing members shall be set by the officers, but an election of members will always occur during the annual non-profit corporation meeting. The election of members shall be by simple majority and there will be no membership requirement other than being 18 years of age and having a genuine interest in the purposes of this non-stock corporation.

Any other conditions and regulations of membership and the rights and other privileges of the classes of membership shall be determined and fixed by the bylaws.

ARTICLE EIGHT AMENDMENTS

These articles may be amended in the manner provided by statute at the time of amendment.

ARTICLE NINE INCORPORATORS

The names and residences of the persons forming this corporation are as follows:

<u>Name</u>	<u>Address</u>
John Scott Fenwick	1601 N 12th Suite 5 Boise, Idaho 83702
Joseph E. Karpach, Jr.	703 Thatcher Boise, Idaho 83702

ARTICLE TEN INITIAL REGISTERED OFFICE AND AGENT

The address of its initial registered office in the State of Idaho is 1601 N 12th Suite 5, City of Boise, County of Ada, and the name of the initial registered agent at such address is John Scott Fenwick.

ARTICLE ELEVEN PROHIBITION AGAINST SPECIFIED ACTIVITIES

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities to 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 the 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).

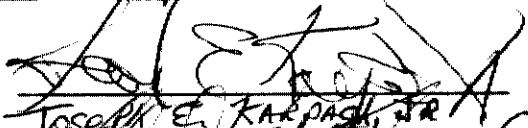
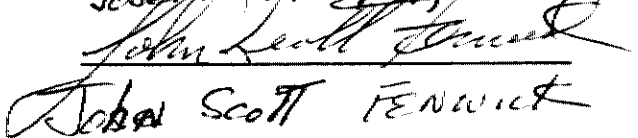
ARTICLE TWELVE
DISSOLUTION

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.

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
John Scott Fenwick	1601 N 12th Suite 5 Boise, Idaho 83702
Joseph E. Karpach, Jr.	703 Thatcher Boise, Idaho 83702

IN WITNESS WHEREOF, WE, the undersigned, have hereunto set our hands this 22nd day of march, 1989.


Joseph E. Karpach, Jr.

John Scott Fenwick

STATE OF IDAHO)
) ss.
County of Ada)

I, the undersigned, a Notary Public, do hereby certify that on this 22nd day of March, 1989, personally appeared before me, John Scott Fenwick, 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.

Gene D. Lopez
Notary Public for Idaho,
Residing at Boise, Idaho

My Commission Expires 7-1-91.

STATE OF IDAHO)
) ss.
County of Ada)

I, the undersigned, a Notary Public, do hereby certify that on this 22nd day of March, 1989, personally appeared before me, Joseph E. Karpach, Jr., 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.

Gene D. Lopez
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