

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

TOM WILSON COUNSELING CENTERS, INCORPORATED  
File number C 115680

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 the above named corporation, 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 8, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Sible*

## ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Idaho Business Corporation Act of the State of Idaho hereby certifies:

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SECRETARY OF STATE  
STATE OF IDAHO

**First.** The name of the corporation is Tom Wilson Counseling Centers, Incorporated.

**Second.** The period of duration shall be perpetual.

**Third.** The purpose of the Corporation is to provide counseling, training, education services, and any other lawful purpose for which a corporation may be organized under the Idaho Business Corporation Act.

**Fourth** The name and complete business address of the Corporation's initial registered office and resident agent for service of process in Idaho are:

Tom Wilson  
Tom Wilson Counseling Centers, Incorporated  
1661 Shoreline Drive, Suite 205  
Boise, ID 83702

**Fifth.** The Corporation is authorized to issue one hundred thousand (100,000) shares of Common Stock of one class, no par value.

**Sixth.** No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, for breach of the director's duty of loyalty to the corporation or its stockholders, for acts or omissions not in good faith of law, or for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

**Seventh.** The Board of Directors shall have the power to adopt, amend or repeal the by-laws of the Corporation.

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**Eighth.** The number of directors of the initial Board of Directors shall be two (2). The directors of the initial Board of Directors shall serve until the either the first annual meeting of the shareholders or until their successors be elected and qualify. The initial directors of the Corporation are:

Tom Wilson  
1661 Shoreline Drive  
Suite 205  
Boise, ID 83702

Betty Wilson  
1661 Shoreline Drive  
Suite 205  
Boise, Id 83702

**I, THE UNDERSIGNED**, residing at 1661 Shoreline Drive, Suite 205, Boise, ID 83702, for the purposes of forming a corporation under the Idaho Business Corporation Act make, file, and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 8<sup>th</sup> day of JULY, 1996.

Tom Wilson  
**Incorporator**