

FILED

ARTICLES OF INCORPORATION

OF

ANGEL MANOR, INC.

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STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act ("Act"), adopts the following Articles of Incorporation ("Articles").

ARTICLE I - NAME. The name of this Corporation shall be ANGEL MANOR, INC.

ARTICLE II - CORPORATE STATUS. The Corporation is a nonprofit corporation.

ARTICLE III - DURATION. The duration of the Corporation shall be perpetual.

ARTICLE IV - PURPOSE. The purposes for which the Corporation is organized and will be operated are as follows:

A. The transacting of any lawful activity, including providing assistance to underprivileged children and children of special needs through social and material welfare.

B. Charitable, religious, educational, or scientific within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such § 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the foregoing 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 Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE V - BOARD OF DIRECTORS. The number of Directors constituting the initial Board of Directors of this Corporation shall be four (4). The names and residence addresses of such persons who are to serve as Directors until their successors are elected and qualified are:

Billie Ann Stump
201 Parrish Lane
Chubbuck, ID 83202

Melissa Gross
2856 S. Marsh Creek Rd.
McCammon, ID 83250

Douglas K. Merkley
353 N. 4th Ave., Suite 200
Pocatello, ID 83201

Kim Ward
267 N. 900 W.
Blackfoot, ID 83221

12/01/1999 09:00
CX: 4651 CT: 73318 BH: 270124

30.00 = 30.00 INC NONP # 2

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ARTICLE VI - REGISTERED AGENT. The location and post office address of the Corporation's initial registered office is 353 N. 4th Avenue, Suite 200, P.O. Box 4389, Pocatello, Idaho 83205-4389. The name of the registered agent at such address is Douglas K. Merkley.

ARTICLE VII - LIMITATIONS. No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its 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 of these Articles. No substantial part of the activities of the Corporation shall be for 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 provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VIII - INCORPORATOR. The name and address of the incorporator is:

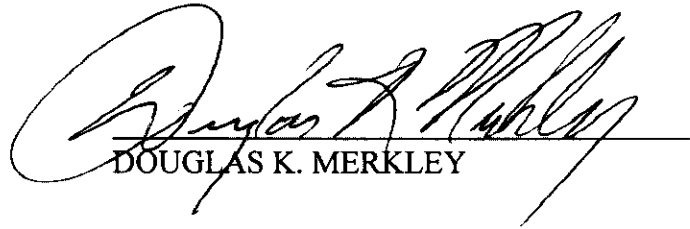
Douglas K. Merkley
353 N. 4th Ave., Suite 200
P.O. Box 4389
Pocatello, ID 83205-4389

ARTICLE IX - MEMBERSHIP STATUS. The Corporation will be a nonmembership corporation.

ARTICLE X - DISSOLUTION. In the event of the dissolution of the Corporation, no officer or director shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property which the Corporation receives from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed exclusively for purposes within the intentment of § 501(c)(3) of the Internal Revenue Code as the same now exists or as it may be amended from time to time. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations as such court shall determine to be consistent with the purposes of the Corporation.

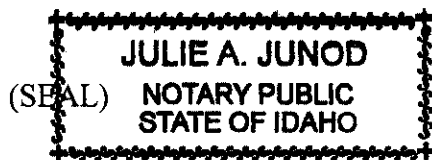
ARTICLE XI - BYLAWS. Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

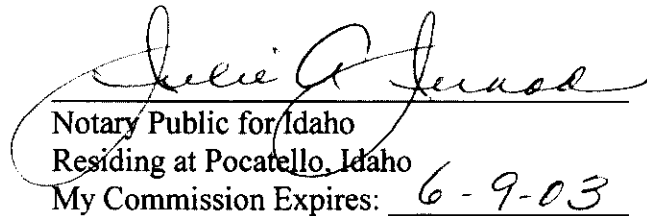
22nd ~~IN~~ WITNESS WHEREOF I hereunto sign and verify these Articles of Incorporation this day of November, 1999.


DOUGLAS K. MERKLEY

STATE OF IDAHO)
) ss.
County of Bannock)

I, the undersigned Notary Public, hereby certify that on the 22nd day of November, 1999, DOUGLAS K. MERKLEY personally appeared before me, and being first duly sworn, declared that he is the person who signed the foregoing Articles of Incorporation and that the statements therein contained are true.




Notary Public for Idaho
Residing at Pocatello, Idaho
My Commission Expires: 6-9-03

Angel Manor, Inc. Articles of Incorporation