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CERTIFICATE OF INCORPORATION  
OF

HARAMBEE CLUB, INCORPORATED

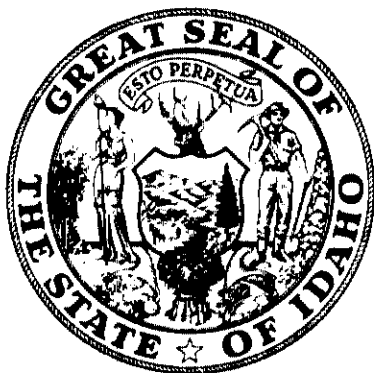
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

HARAMBEE CLUB, INCORPORATED

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 January 23, 19 90.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
HARAMBEE CLUB, INCORPORATED  
A NONPROFIT CORPORATION  
RECEIVED  
STATE  
90 JAN 23 AM 8 40

ARTICLE I

The name of the corporation is the Harambee Club, Incorporated, and its principal place of business shall be 420 Main Ave. South, Twin Falls, ID 83301.

ARTICLE II

The corporation is a nonprofit corporation pursuant to the Idaho Nonprofit Corporation Act (I.C. Sections 30-301 to 30-322), as amended.

The Corporation is not organized for profit nor shall it have the power to issue certificates of stock or declare dividends; no part of the net earnings or assets of the Corporation shall inure to the benefit of, be distributable to, nor shall dividends be paid to, any member, director, officer or any other private person whatsoever. Provided that, the Corporation shall have the power to pay reasonable compensation for services rendered and to make payments and distributions in accordance with its stated purpose as set forth in these Articles.

No part of the activities of the Corporation shall be to carry on propaganda, or otherwise to influence legislation, and the Corporation shall not participate in, or intervene in (including 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 (of 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 provisions of any future United States Internal Revenue Law).

### ARTICLE III

The duration of the Corporation is perpetual.

### ARTICLE IV

The purpose of the Corporation shall be to promote the health and welfare of mental health care consumers.

### ARTICLE V

The Corporation shall have two classes of members, those members who are on the Board of Directors, and such other members as the Board of Directors may designate, who shall not be personally liable for the debts of the corporation.

### ARTICLE VI

The Corporation shall have such powers as are set forth in I.C. Section 30-1-4, except as set forth in ARTICLE II.

### ARTICLE VII

The name and address of the Registered Agent of the Corporation is Ms. Connie Hoffman, 823 Harrison St., Twin Falls, ID 83301.

ARTICLE VIII

The name and address of each Incorporator and Board of Directors of the corporation is as follows:

- |                        |   |
|------------------------|---|
| 1. Linda Nelsen        | Route #1, Box 22343<br>Kimberly, ID 83341                         |
| 2. Teresa Owings       | Route #2<br>Filer, ID 83328                                       |
| 3. Kenneth Scherbinske | Magic Valley Living Center<br>P.O. Box 84<br>Twin Falls, ID 83303 |

IN WITNESS WHEREOF, the following persons acknowledge that they are residents of the State of Idaho and have joined together with those others to incorporate this corporation as a nonprofit Corporation.

  
Linda Nelsen

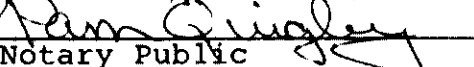
  
Teresa Owings

  
Kenneth Scherbinske

STATE OF IDAHO           )  
                                  ) ss.  
County of Twin Falls)

On this 19 day of January, 1996, before me, the undersigned, a notary public, personally appeared LINDA NELSEN, TERESA OWINGS, and KENNETH SCHERBINSKE known to me to be the persons whose names are subscribed to the foregoing instrument, consisting of three pages, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal on the day and year first written above.

  
Notary Public  
Residing at Twin Falls, Idaho  
My Commission Expires: 5-18-95