



CERTIFICATE OF INCORPORATION  
OF

CENTER FOR HEALTH EDUCATION EXPERIENCES AND RESOURCES, INC.

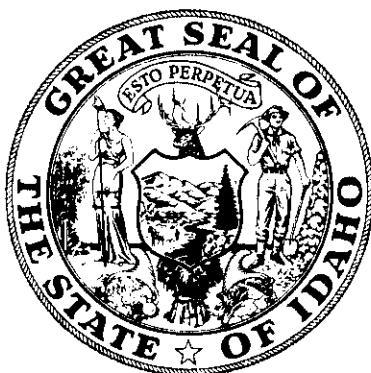
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

CENTER FOR HEALTH EDUCATION EXPERIENCES AND 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 12, 19 86.



SECRETARY OF STATE

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

ARTICLES OF INCORPORATION  
of  
CENTER FOR HEALTH EDUCATION EXPERIENCES AND RESOURCES, INC.

RECEIVED  
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The undersigned, who are citizens of the United States desiring to form a Non-Profit Corporation under the Non-Profit Corporation Laws of the State of Idaho, do hereby certify and submit for filing the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be CENTER FOR HEALTH EDUCATION EXPERIENCES AND RESOURCES, INC. Its duration shall be perpetual.

ARTICLE II

The place in this state where the principal office of the Corporation is to be located is the City of Moscow, Latah County.

ARTICLE III  
PURPOSE

Said Corporation is organized exclusively for charitable, educational, literary or scientific purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The purpose of this organization is to engage in any or all lawful business for which non-profit corporations may be organized under the Idaho Non-Profit Corporations Act.

ARTICLE IV  
REGISTERED AGENT

The name, address and phone number of its initial registered agent is: Constance J. Driver, 2322 Concord, Moscow, Idaho, 83843, (208) 883-1117.

ARTICLE V  
MEMBERSHIP

Corporate membership shall be a general membership, without class, consisting of individuals and organizations interested in Health Education, who shall have been recommended for membership by a director of the Corporation and accepted into membership in

accordance with the policies established by the Board of Directors in regards to membership.

Membership in the corporation shall not entitle a person to any interest whatsoever in the assets of the corporation, or entitle a person to participate in the management of the corporation but only to participate in the meetings of the members regularly called and held within the period covered by such membership. The members of this corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation, nor for any other purpose whatsoever in connection with this corporation. Members' rights and interest shall be equal.

The members of this corporation shall not be personally liable for its debts, liabilities or obligations.

The manner by which the members shall be appointed or qualify for membership, and the rights those members have in the corporation, shall be determined by the Board of Directors in their regular course of business.

#### ARTICLE VI BOARD OF DIRECTORS

The number of directors constituting the board of directors of the corporation is three (3), and the names, addresses and phone numbers of the persons who are to serve as the initial directors are:

James Workman	Constance J. Driver	Arthur A. Driver
Rt.2 Box 1F	2322 Concord	2322 Concord
Culdesac, Idaho	Moscow, Idaho	Moscow, Idaho
83524	83843	83843
(208)843-2059	(208)883-1117	(208)883-1117

The above named directors shall serve as directors for an indefinite term until such time as said director resigns, is removed for cause, or is otherwise incapable of performing his duties as director. Each succeeding director shall be elected by the then existing Board of Directors.

In addition to all power and authority allowed directors under the laws of the State of Idaho, the directors shall have the power to alter or amend the Articles of Incorporation and bylaws and to fix the amount of compensation to be paid to the directors for their work for the corporation.

## ARTICLE VII ADVISORY BOARD

The board of directors shall appoint a committee of at least three (3) persons to serve as advisors to the board. The Advisory Board shall consist of persons from the medical, legal and educational professions. Members of this board will serve from June to June, and will be reappointed or replaced from time to time by the Board of Directors.

The members of the Advisory Board of this corporation shall not be personally liable for its debts, liabilities or obligations.

## ARTICLE VIII INCOME DISTRIBUTION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 III hereof. No part of the activities of the corporation shall be 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 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the internal Revenue Code, or corresponding section of any future federal tax code.

## ARTICLE IX ASSET DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

## ARTICLE X POWERS

In furtherance of and not in limitation of the general powers conferred by the laws of the State of Idaho, it is expressly provided that this corporation shall also have the following powers:

To acquire by purchase or otherwise to own, hold, cancel, reissue, sell, pledge and otherwise deal in bonds, debentures, notes and other securities and obligation of this corporation.

To borrow money and to give security therefor.

To enter into, make, perform and carry out contracts of every kind for any lawful purpose pertaining to its business, with any individual and any firm, association, corporation or with any government, municipality or public authority, domestic or foreign.

To have one or more offices, to carry on all or any of its operations and business, and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, pledge, sell, convey or otherwise dispose of such real and personal property as the purposes of this corporation may require, in any of the states, territories, districts or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, territory, district colony or country.

To do everything necessary, proper, convenient or incidental to the accomplishment of the purposes and the objectives of this corporation, or which is calculated directly or indirectly to promote the welfare or interests of the corporation or enhance the value or render profitable any of its property and rights in order to further the purposes of this corporation.

Directors shall have the power to fix the amount to be reserved as working capital, to authorize and cause to be executed mortgages and liens without limit as to the amount upon the property and franchise of this corporation.

## ARTICLE XI INDEMNIFICATION

Indemnification - This corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they

or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director of officer of the corporation, or of the other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitle, under any bylaw, agreement, vote of stockholders, or otherwise.

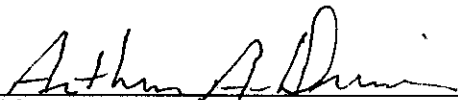
## ARTICLE XII

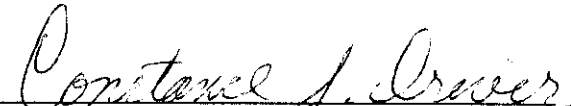
The name, address and phone number of each incorporator are:

Constance J. Driver  
2322 Concord  
Moscow, Idaho 83843  
(208) 883-1117

Arthur A. Driver  
2322 Concord  
Moscow, Idaho 83843  
(208) 883-1117

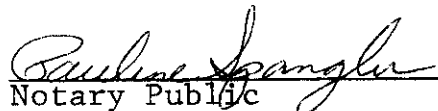
We, the undersigned incorporators, declare under penalties of perjury that we have examined the foregoing and, to the best of our knowledge and belief, it is true, correct and complete.

  
Arthur A. Driver  
Dated: 3/10/86

  
Constance J. Driver  
Dated: 3/10/86

STATE OF IDAHO     )  
                              )ss.  
County of Latah    )

On this 10th day of March, 1986, before me, a Notary Public in and for said State, personally appeared Arthur A. Driver and Constance J. Driver, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

  
Notary Public  
Residing at Moscow, Idaho.