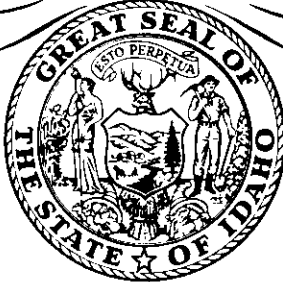


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

OPPORTUNITIES UNLIMITED, INC.

was filed in the office of the Secretary of State on the **fifteenth** day of **May** A. D. One Thousand Nine Hundred **seventy-four** and is ~~so be~~ recorded on ~~Film No.~~ **microfilm** of Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Lewiston, Idaho** in the County of **Nez Perce** and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **15th** day of **May**, A.D., 19 **74**

Secretary of State.

ARTICLES OF INCORPORATION

of

OPPORTUNITIES UNLIMITED, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, whose names are hereunto subscribed, all of whom are citizens of the United States of America and bona fide residents of the State of Idaho, and each of us being of full legal age, do under and pursuant to the General Corporation Laws of the State of Idaho, associate ourselves together for the purpose of becoming a body corporate, and do now declare these as the articles of incorporation of OPPORTUNITIES UNLIMITED, INC., a corporation.

ARTICLE I

The name of this corporation shall be OPPORTUNITIES UNLIMITED, INC.

ARTICLE II

The purposes for which this corporation is formed are:

1. To provide vocational development services, including vocational evaluation, vocational adjustment, work experience and extended controlled employment for vocationally handicapped persons;
2. Prevocation training services to be performed in workshops and other related activities;
3. To subcontract with other firms and agencies for work for the handicapped;
4. For the supervised living in residential housing for the handicapped;
5. To purchase, rent, or otherwise acquire personal and real property of every kind and description within and without the State of Idaho which may be necessary to fulfill the above services;

6. To borrow money and give security therefor in the purchase of or acquisition of property of every nature and kind in connection with said services;
7. To enter into any and all agreements which may be necessary to perform the above services for the handicapped.

This is a benevolent and charitable corporation for the sole purpose of assisting vocationally handicapped persons.

ARTICLE III

The principal place of business of said corporation shall be 1218 20th Street, Lewiston, Idaho.

ARTICLE IV

The duration of this corporation shall be perpetual.

ARTICLE V

The corporate power and business shall be exercised and controlled by a board of at least seven (7) directors and not more than thirteen (13) directors.

ARTICLE VI

There will be no capital stock or membership certificates. This is strictly a benevolent and charitable corporation and any excess funds accumulated will be utilized for expansion and improvement of services.

ARTICLE VII

The corporation will be operated by an executive director chosen by the board of directors.

ARTICLE VIII

A meeting was held on April 16, 1974, at 7:30 p.m. at 1218 20th Street, Lewiston, Idaho, and officers were elected for the corporation, and prior thereto notice was published in the Lewiston Morning Tribune on April 3 and April 10, 1974, and a copy of said notice was posted on the building where the election was

to be held, all pursuant to § 30-1102, Idaho Code.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this

16th day of April, 1974.

John Hockmull

Judith A. Marcus

John D. Riccio

Victor F. Kroll

Aileen Van Skike

Thomas C. Calice

James G. Stark

Norman Biss


James H. Joppe

Quinn T. Attwood, MD

STATE OF IDAHO)
 : ss.
County of Nez Perce)

On this 16th day of April, 1974, before me, the undersigned Notary Public in and for said State, personally appeared STAN STOCKWELL, JUDITH A. MARCUS, JO ANN D. RICECI, VICTOR F. KROLL, AILEEN VAN SKIKE, THOMAS C. CAHILL, JANUS J. IKARD, NORMAN L. GISSEL, JAMES H. LYNCH, and DENNIS T. CUTLAND, M.D., known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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



Notary Public in and for the State of Idaho
Residing at Lewiston therein

CERTIFICATION

STATE OF IDAHO)
 : ss.
County of Nez Perce)

JO ANN RICECI, being first duly sworn, on her oath states that she is the duly elected Secretary of Opportunitites Unlimited, Inc., and certifies that on the 16th day of April, 1974 an election was held at 7:30 p.m. at 1218 20th Street, Lewiston, Idaho, and the following people were present:


Stan Stockwell	Thomas C. Cahill
Judith A. Marcus	Janus J. Ikard
Jo Ann D. Riceci	Norman L. Gissel
Victor F. Kroll	James H. Lynch
Aileen Van Skike	Dennis T. Cutland, M.D.

At such meeting the following officers were elected:

President	Victor F. Kroll
Vice president.....	James H. Lynch
Secretary	Jo Ann D. Riceci
Treasurer	Janus J. Ikard

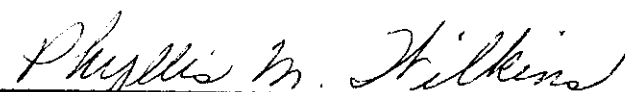
I further certify that Notice of such election was given by publication of said Notice in the Lewiston Morning Tribune on April 3 and April 10, 1974, pursuant to Proof of Publication attached hereto.

I further certify that a copy of said Notice was posted on the building where said election was to be held, namely, at 1218 20th Street, Lewiston, Idaho.



Jo Ann D. Riceci, Secretary

SUBSCRIBED AND SWORN to before me this 26th day of April, 1974.



Notary Public in and for the State of Idaho
Residing at Lewiston therein

PUBLISHER'S AFFIDAVIT OF PUBLICATION

STATE OF IDAHO, }
County of Nez Perce } ss.

D.N. Sinclair, being duly sworn
deposes and says, I am the office manager
of the Tribune Publishing Company, a corporation organized
and existing under and by virtue of the laws of the State of
Idaho, publishers of the LEWISTON MORNING TRIBUNE, a
newspaper of general circulation published at Lewiston, Nez
Perce County, Idaho; That the said Lewiston Morning Tribune
is an established paper and has been published regularly and
issued regularly at least once a day for more than 20 consecu-
tive years immediately preceding the first publication of this
notice, and has been so published uninterruptedly for said
period; that the Notice
attached hereto and which is made a part of this affidavit was
published in the said Lewiston Morning Tribune, once a
week for 2 consecutive weeks, the
first publication thereof being on the 3rd day of
April, A. D. 1974, and the last publica-
tion thereof being on the 10th day of April,
A. D. 1974, and said Notice
was so published in the regular and entire issue of the said
newspaper and not in a supplement thereof and was so pub-
lished in every issue and number of the said paper, during the
period and times of publication as set forth above.

D.N. Sinclair

SUBSCRIBED AND SWORN TO BEFORE ME THIS THE

10th day of April, 1974.

Norman W. Rich 8-28-71

Notary Public in and for the State of Idaho,
residing at Lewiston, therein.