

910184-14154

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PROJECT 90'S, INC.

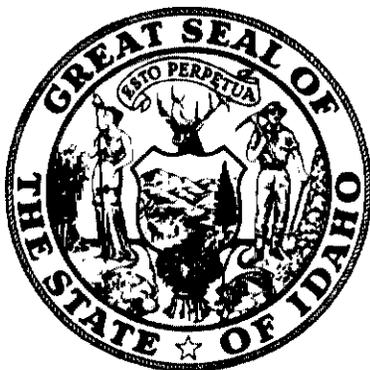
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

PROJECT 90'S, 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 August 28, 19 91



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Farale

Corporation Clerk

ARTICLES OF INCORPORATION

OF

PROJECT 90's, INC.

Aug 28 3 27 PM '91
SECRETARY OF STATE

THE UNDERSIGNED, Mark Harila, being over the age of eighteen (18) years, for the purpose of organizing a corporation under the laws of the State of Idaho does certify and execute in duplicate, the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation shall be PROJECT 90's, INC.

ARTICLE II

Duration

The duration of the corporation shall be perpetual.

ARTICLE III

Purposes

The purposes for which this corporation is organized are as follows:

3.1 To provide teenagers with a way to improve self-confidence and self-esteem so that they will be able to say no to drugs and alcohol. The teenagers will attend seminars by experts in the field on the dangers of drugs and alcohol.

3.2 To provide teenagers with opportunities to learn civil responsibilities and pride in themselves by participating in community service activities.

3.3 To engage in generally and carry on any lawful business or trade which may, in the judgment of the Board of Directors, at any time be necessary, useful, or advantageous to this corporation.

3.4 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:

3.4.1 To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge, and otherwise deal in the bonds, debentures, notes, and other

securities and obligations of this corporation.

3.4.2 To borrow money and give security therefore.

3.4.3 To enter into, make, perform, and carry out contracts of every kind for any lawful purposes pertaining to its business, with any individual, entity, firm, association or corporation, or with any governmental, municipal, or public authority, domestic or foreign.

3.4.4 To do everything necessary, proper, convenient, or incidental to the accomplishment of the purposes and 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 or rights.

3.4.5 To do any and all of the things in this Article to the same extent a natural person might or could do, and in any part of the world, as principals, agents, contractors, trustees, or otherwise, either alone or in company with others.

PROVIDED, HOWEVER, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under Title 30 of the Revised Code of Idaho or any amendment thereto or substitute therefore, may not at the time lawfully carry on or do.

ARTICLE IV

Disposition of Assets on Termination

Upon the termination and dissolution of this corporation, all assets then remaining in the corporation after payment of all just and lawful debts will be distributed to an entity or entities with the same or similar purposes. No distributions shall be made to this corporation's members, directors, or officers.

ARTICLE V

Membership

The Board of Directors shall have the authority to determine those members of the community who may become members of this corporation. The membership provisions may be changed from time to time by the Board of Directors.

ARTICLE VI

Board of Directors

6.1 The number of directors of the corporation shall be fixed as provided in the By-Laws, and may be changed from time to time by amending the By-Laws, as therein provided. The number of directors shall not be less than two nor more than nine.

6.2 In furtherance of and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to make, alter, and repeal the By-Laws of the corporation, subject to the power of the stockholders to change or repeal the By-Laws.

6.3 The corporation may enter into contracts and otherwise transact a business as vendor, purchaser, or otherwise, with its directors, officers, and stockholders and with corporations, associations, firms, and entities in which they are or may be or become interested as directors, officers, shareholders, members, or otherwise, as freely as though such adverse interests did not exist. Such action may be taken even though the vote, action, or presence of such director, officer, or stockholder may be necessary to obligate the corporation upon such contracts or transactions. In the absence of fraud, no such contract or transaction shall be avoided and no such director, officer, or stockholder shall be held liable to account to the corporation by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction. Provided, that in the case of directors and officers of the corporation (but not in the case of stockholders who are not directors or officers), the nature of the interest of such director or officer, though not necessarily the details therefor, be disclosed or known to the Board of Director so the corporation at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation has an interest in the corporation, association, firm, or entity shall be sufficient disclosure as to such director or officer with respect to all contacts and transactions with that corporation, association, firm, or entity.

6.4 The Board of Directors shall not be liable to the corporation or shareholders for monetary damages for conduct as a director. Provided, however, that this provision shall not eliminate or limit liability for: (1) intentional misconduct by a director, (2) a knowing violation of law by a director, (3) authorization of illegal distributions or loans to directors, or (4) any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. Further, the corporation shall

advance all expenses of defending against any suits brought against any director of the corporation.

ARTICLE VII

Registered Office and Registered AGent

The address of the initial registered office of the corporation is: 307 Opal, Boise, Idaho 83705.

The name of the initial registered agent of the corporation is Mark Harila.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors shall consist of two members, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

Mark Harila
307 Opal
Boise, Idaho 83705

John Roberts
307 Opal
Boise, Idaho 83705

ARTICLE IX

Incorporator

The name of the incorporator is Mark Harila.

The address of the incorporator is 307 Opal, Boise, Idaho 83705.

IN WITNESS WHEREOF, the incorporator hereinabove named has hereunto set his hand in duplicate this 28th day of August, 1991.



Mark Harila, Incorporator

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

THIS IS TO CERTIFY that before me, the undersigned, a Notary Public in and for the State of Idaho, duly commissioned and sworn, personally appeared Mark Harila, to me known to be the individual described in and who executed the within and foregoing Articles of Incorporation in duplicate and acknowledged that the same were signed as that individual's free and voluntary act and deed for the uses and purposes therein mentioned.

GIVEN UNDER my hand and official seal this _____ day of _____, 1991.

Notary Public in and for the
State of Idaho residing at

_____.