

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

OUT AND ABOUT, INC.
File number C 113485

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 OUT AND ABOUT, 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: January 22, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ara Sisk*

ARTICLES OF INCORPORATION

OF

OUT AND ABOUT, INC.

JAN 22 10 52 AM '96

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

Article I Name.

The name of the corporation is Out and About, Inc.

Article II Nonprofit Status.

The Corporation is a nonprofit corporation.

Article III Period of Duration.

The period of duration of the Corporation is perpetual.

Article IV Registered Office and Agent.

The location of the Corporation is in the City of Idaho Falls, County of Bonneville, and in the State of Idaho. The address of the initial registered office is 414 Shoup Avenue, Idaho Falls, Idaho 83402, and the name of the initial registered agent at this address is Scott W. Marotz.

Article V Purposes.

The purposes for which the Corporation is organized and will be operated are as follows:

A. To provide recreation and leisure opportunities to people with physical, mental, emotional or learning disabilities.

B. Charitable, religious, educational, or scientific within the meaning of Section 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 Section 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.

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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 VI Limitations.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 V hereof. 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 Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

Article VII Members.

The Corporation may have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

Article VIII Board of Directors.

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designed in these Articles, the Directors shall be elected by the members and existing Directors of the corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

NAME

ADDRESS

Linda Hardagee	840 Dalmation Idaho Falls, ID 83402
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DeAnna White	670 James Place Idaho Falls, ID 83401
Bill Larsen	2475 Leslie Avenue Idaho Falls, ID 83402
Dean Nielson	2110 S. Rollandet Avenue Idaho Falls, ID 83402
Lonna Smith	550 4th Street Idaho Falls, ID 83401
Patty Waddoups	555 W. 75 S. Blackfoot, ID 83221
Gary Walker	3200 Channing Way #206 Idaho Falls, ID 83403
Scott Cleverly	3572 W. Ellswood Idaho Falls, ID 83402
Russ Rapp	355 W. 17th Street Idaho Falls, ID 83402
Annette Winchester	3057 E. 113 N. Idaho Falls, ID 83401
Scott Marotz	414 Shoup Avenue Idaho Falls, ID 83402
Debbie Merrill	366 Buckboard Lane Idaho Falls, ID 83402
April Nelson	601 John Adams Court, #1 Idaho Falls, ID 83401

Article IX Membership Dues.

Membership dues may be charged to all members of classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

Article X Distribution on Dissolution.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all

liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. 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 Incorporator.

The name and street address of the incorporator is Scott W. Marotz, 414 Shoup Avenue, Idaho Falls, Idaho 83402.

Article XII Bylaws.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws and 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.

DATED this 19th day of January, 1996.



Scott W. Marotz