

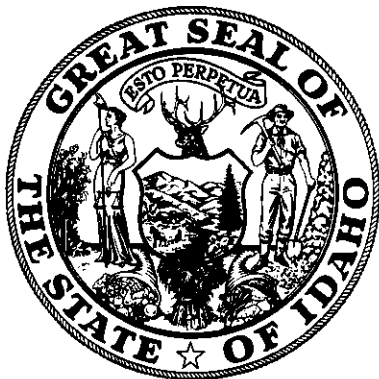
CERTIFICATE OF INCORPORATION
OF

PATRICIA M. HEYREND, M.S.W., P.A.

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 the above named corporation, duly signed pursuant to the provisions of the Idaho Business 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: May 15, 1986



SECRETARY OF STATE

by: _____

RECEIVED
SEC. OF STATE

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ARTICLES OF INCORPORATION

OF

PATRICIA M. HEYREND, M.S.W., P.A.

KNOW ALL MEN BY THESE PRESENTS, that Patricia M. Heyrend, M.S.W., licensed to render services as such under the laws of the State of Idaho, has executed and acknowledged these Articles of Incorporation for the purpose of forming a professional corporation in the State of Idaho under the provisions of the general corporate laws of the State of Idaho and the Idaho Processional Services Corporation Act.

I.

The name of this corporation is PATRICIA M. HEYREND, M.S.W., P.A.

II.

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

a. To carry on and conduct the rendering of all services normally rendered by a social worker with a masters degree, and more specifically the services recognized in the regulations of the Department of Health and Welfare of the State of Idaho applicable to a social worker with a masters degree.

b. As incident to and in furtherance of the above purposes, to invest the corporation's funds in real estate, mortgages, stocks, bonds and any other type of investment, and to own and lease real and personal property necessary for the rendering of social work.

c. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, of which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

III.

The location and post office address of the principal place of business and the registered office of this corporation is 323 N. Allumbaugh, Boise, Idaho 83704.

AMBROSE,
FITZGERALD
& CROOKSTON

Attorneys and
Counselors

P.O. Box 427
Meridian, Idaho
83642

Telephone 888-4461

IV.

The total authorized capital of this corporation shall be \$5,000.00, comprised of 5,000 shares of \$1.00 par value stock.

V.

The corporation is to have perpetual existence.

VI.

The name and address of the statutory agent and director of this corporation is as follows:

Patricia M. Heyrend, M.S.W.
323 N. Allumbaugh
Boise, Idaho 83704

VII.

That the corporation shall not issue any stock to any person who is not duly licensed or otherwise legally authorized to practice social work in the State of Idaho.

VIII.

If any officer who is also a stockholder, any stockholder, agent, or employee, as defined in the Idaho Professional Service Corporation Act, of the corporation shall become legally disqualified from the practice of social work in the State of Idaho or be elected to a public office, or accept employment that, pursuant to existing law, places restrictions and limitations upon his or her continued practice of social work, such officer, shareholder, agent or employee shall sever all employment with, and financial interest in, the corporation forthwith.

IX.

No stockholder shall as such have any preemptive or other preferential right to subscribe for, purchase, or receive, any shares of stock in the corporation which it may issue or sell, whether out of the number of shares authorized by the Articles of Incorporation, or any amendment thereof, or out of the shares acquired by the corporation after the issuance thereof, nor shall any shareholder as such have any preemptive or other preferential right to subscribe for, purchase, or receive, any bonds, debentures, or other obligations or securities which the corporation may issue or sell which are convertible into, or exchangeable for, stock, or to which shall be attached or appertain to any

option or warrant or other instrument which shall confer upon the holder or owner of such obligation or security the right to subscribe for, purchase, or receive from the corporation any shares of its capital stock.

X.

Provided fair disclosure is made to the board of directors, and in the absence of fraud, no contract or other transaction between this corporation and any other person, firm, or corporation or any partnership or association shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in or is a director, member or officer of such other corporation, or of such person, firm, association or partnership, or is a party to or is pecuniarily or otherwise interested in, such contract or other transaction or in any way connected with any person or persons, firm, association, partnership or corporation pecuniarily or otherwise interested therein; any director so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other corporation, firm, association or partnership. Any director whose interest in any such contract or transaction arises solely by reason of the fact that he is a stockholder, officer or creditor of such other corporation (or solely by reason of the fact that he is a director of such corporation or partner in such firm which such dealing, contract or arrangement is made by officers or employees of the corporation in the ordinary performance of their duties and without the actual participation of such director) shall not be deemed interested in such contract or other transaction under any of the provisions of this article, nor shall any such contract or transaction be void or voidable, nor shall any such director be liable to account because of such interest, nor need any such interest be disclosed.

Apart from and in addition to the other provisions of this article, no contract or other transaction between the corporation and any other corporation or firm which provides for the purchase or sale of securities by such other corporation or firm upon terms not less favorable to the corporation than offered by such other corporation or firm to others, shall in any case be void or voidable because of the fact that directors of the corporation are directors of such other corporation or partners in such firm, nor shall any such director be deemed interested in such contract or other transaction under any of the provisions of this article, nor shall any such director be liable to account in respect thereof.

No contract or other transaction between the corporation and any other corporation, at least a majority of stock of which having voting power is owned or controlled by the corporation or which owns or controls at least a majority of the stock having voting power of the corporation, shall in any case be void or voidable because of the fact that directors of the corporation are directors of such other corporation, nor shall any such director be deemed interested in such contract or other transaction under any of the provisions of this article, nor shall any such director be liable to account because of such interest, nor need any such interest be disclosed.

Any contract or act that shall be approved or ratified by the vote of the holders of a majority of the capital stock of the corporation having voting power which is represented in person or by proxy at any annual meeting of the stockholders or any special meeting called for the purpose, among others, of considering the approval or ratification of the acts of officers or directors (provided that a lawful quorum of stockholders be there in person or represented by proxy) shall be as valid and as binding upon the corporation and upon all its stockholders as though it had been approved or ratified by every stockholder of the corporation.

XI.

The corporation may indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the board of directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such 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 negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise.

AMBROSE,
FITZGERALD
& CROOKSTON

Attorneys and
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P.O. Box 427
Meridian, Idaho
83642

Telephone 888-4481

XII.

Meetings of stockholders may be held outside of the State of Idaho, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in statutes) outside of the State of Idaho at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Election of directors need not be by ballot unless the by-laws of the corporation shall so provide.

XIII.

The corporation reserves the right to amend, alter, change or repeal any provision herein contained in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

XIV.

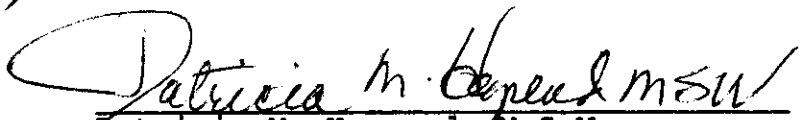
The board of directors of the corporation and its shareholders are specifically authorized to adopt by-laws restraining the alienation of the corporation's stock and providing for the purchase or redemption of the corporation of its stock.

XV.

The name and post office address of the incorporator and the number of shares of stock subscribed, is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NUMBER OF SHARES</u>
Patricia M. Heyrend, M.S.W.	323 N. Allumbaugh Boise, Idaho 83704	1

IN WITNESS WHEREOF, I have hereunto set my hand and seal,
this 14th day of May, 1986.


Patricia M. Heyrend, M.S.W.

STATE OF IDAHO)
 : ss.
County of Ada)

On this 14th day of May, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared PATRICIA M. HEYREND, M.S.W., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she 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.

(SEAL)

Kathryn A. McPeak
Notary Public for Idaho
Residence: Meridian, Idaho.

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