

# State of Idaho

## Department of State

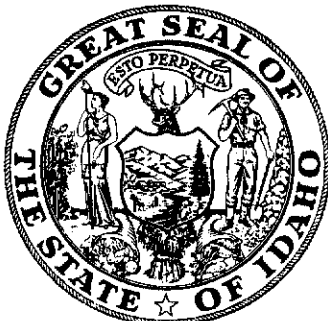
### CERTIFICATE OF INCORPORATION OF

LIFE'S DOORWAYS, INC.  
File Number C 115318

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 LIFE'S DOORWAYS, 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: June 10, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sally J. Clark*

**ARTICLES OF INCORPORATION**

**OF**

**LIFE'S DOORWAYS, INC.**

JUN 10 4 42 PM '96

SECRETARY OF STATE  
STATE OF IDAHO

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

**Article I Name**

The name of the Corporation is Life's DoorWays, 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 Boise, County of Ada, and in the State of Idaho. The address of the initial registered office is 1111 S. Orchard, Ste. 209A Boise, Idaho 83705, and the name of the initial registered agent at this address is Mary L. Langenfeld.

**Article V Purposes**

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

1. To conduct clinics, workshops, classes, seminars, discussion groups, sessions, panels, forums, lectures, and counseling to educate the public on the grieving process and to assist in the development of skills to cope with personal loss.

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2. To purchase and acquire, through donation or other means, books, pamphlets, audio tapes, video tapes, or other documents or media on grieving, bereavement, personal loss, or related topics which will assist in the education and support of the public in the grieving or bereavement process.

3. To promote the availability to the public of the corporation's services, materials, supplies, or assistance through media, advertisement, brochures, or other reasonable means.

4. To solicit and receive donations, gifts, bequests, assignments, or transfers of property, goods, money, or any other rights, licenses, or interests to support the purposes of the corporation.

5. To lease, procure office space, material and equipment for the carrying out of any of the purposes of this corporation;

6. To hire any personnel required to meet the goals of this corporation;

7. The pursuit of charitable, religious, education, or scientific purposes 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); and

8. To exercise any and all powers which may be conferred by law or which may be necessary, incidental or convenient to the purposes above mentioned. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, 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.

#### **Article VI Limitations**

No part of the net earnings or 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. Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes set forth in Article V hereof. This Corporation will not discriminate or administer any programs, lectures, counseling, seminars, applications or research based upon race, color, national, ethnic, sex or religious affiliation or handicap. 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) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under

Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law). No substantial part of the activities of the Corporation shall be devoted to 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.

#### **Article VII    No Members**

The Corporation shall not have any members.

#### **Article VIII    Board of Directors**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than two (2) nor more than seven (7) members, as determined by the Board from time to time. Other than the Directors constituting the initial Board of Directors, the Directors shall be selected by the existing Directors of the Corporation in the manner and for the term provided in the bylaws of the Corporation.

The names and addresses of the initial Board of Directors are:

Mary L. Langenfeld  
1111 S. Orchard, Ste. 209A  
Boise, Idaho 83705

Deborah J. Langenfeld-Hoops  
P.O. Box 462  
Huron, S. Dakota 57350-2495

Amy Jo D. Langenfeld  
c/o Don Quijote, 1-3  
28020 Madrid, Spain

#### **Article IX    Distribution on Dissolution**

At the time of the 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 X Bylaws**

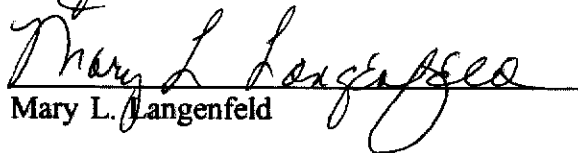
Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

**Article XI Incorporator**

The name and address of the incorporator is:

Mary L. Langenfeld  
1111 S. Orchard, Ste. 209A  
Boise, Idaho 83705

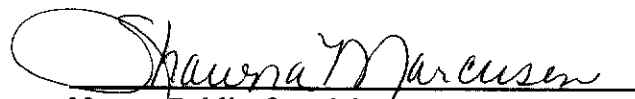
IN WITNESS WHEREOF, I have hereunto set my hand to this instrument, which is executed in duplicate originals, this 10<sup>th</sup> day of June, 1996.

  
Mary L. Langenfeld

STATE OF IDAHO           )  
                                      ) ss.  
County of Ada.            )

On this 10<sup>th</sup> day of June, 1996, before me, a notary public, personally appeared MARY L. LANGENFELD, known or identified to me to be the person whose name is subscribed to the within 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.

  
Notary Public for Idaho  
Residing at Boise, ID  
Commission Expires: 2-7-97