

State of Idaho

Department of State

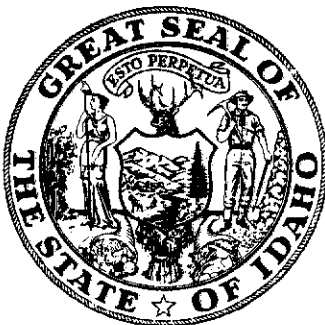
CERTIFICATE OF INCORPORATION OF

REGION I PARTNERSHIP COUNCIL, INC.
File number C 119515

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 REGION I PARTNERSHIP COUNCIL, 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: May 15, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Joniza Herold*

**ARTICLES OF INCORPORATION
OF
REGION I PARTNERSHIP COUNCIL, INC.,
a Nonprofit Corporation**

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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"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is REGION I PARTNERSHIP COUNCIL, 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. INITIAL REGISTERED OFFICE AND AGENT

The location of this Corporation is in the County of Kootenai, State of Idaho. The address of the initial registered office is 650 W. Prairie Avenue, Post Falls, Idaho, and the name of the initial registered agent at this address is Richard O. Forrester.

ARTICLE V. PURPOSES

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

A. The principal purpose for which the corporation is being formed is to provide community outreach projects for people with developmental disability.

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PARTNERSHIP COUNCIL, INC., a Nonprofit Corporation

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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, which purposes shall be exclusively for the benefit of or to carry out the purposes of REGION I PARTNERSHIP COUNCIL, a nonprofit corporation that qualifies as exempt under such Section 501(c)(3) and is described in Section 509[(a)(1)] or [(a)(2)] of the Internal Revenue Code of 1986, as amended from time to time.

C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes. 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 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 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 provision 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. At no time shall the Corporation be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Internal Revenue Code of 1986, as amended from time to time) other than foundation managers and other than one or more publicly supported organizations.

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ARTICLE VII. MEMBERS

The Corporation shall include the following:

- A. Richard O. Forrester
- B. Nathan J. Hunt
- C. Bea Strand
- D. Jeff Williams
- E. Delwin Cameron

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 three (3) nor more than five (5) individuals. The actual number of directors shall be fixed by the Bylaws of the Corporation.

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

<u>NAME</u>	<u>ADDRESS</u>
Richard O. Forrester	650 W. Prairie Avenue Post Falls, ID 83854
Nathan J. Hunt	4125 Pinevilla Drive Post Falls, ID 83854
Bea Strand	1840 Medina Coeur d'Alene, ID 83814
Jeff Williams	1221 Ironwood, #102 Coeur d'Alene, ID 83814
Delwin Cameron	1010 Front Street Coeur d'Alene, ID 83814

ARTICLE IX. DESIGNATION OF PUBLICLY SUPPORTED ORGANIZATIONS

The only organization that the Corporation is (i) operated, supervised, or controlled by, (ii) supervised or controlled in connection with, or (iii) operated in connection with, is REGION I PARTNERSHIP COUNCIL. REGION I PARTNERSHIP COUNCIL is, therefore, the designated publicly supported organization for purposes of regulations promulgated under Section 509 of the Internal Revenue Code of 1986, as amended from time to time. In the alternative, and in strict compliance with such regulations, in particular, Section 1.509(a)-4(d)(4)(i)(a), the Board of Directors may substitute another publicly supported organization or organizations for REGION I PARTNERSHIP COUNCIL, but only upon its loss of exemption, substantial failure or abandonment of operations, dissolution or occurrence of other like event that is beyond the control of the Corporation. Such substituted publicly supported organization or organizations shall be limited to corporations, community chests, funds or foundations which are exempt under Section 501(c)(3) and are not private foundations under Section 509 of the Internal Revenue code of 1986, as amended from time to time.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator is Keith M. Knight, 2195 Ironwood Court, Coeur d'Alene, Idaho 83814.

ARTICLE XI. DISTRIBUTION ON DISSOLUTION

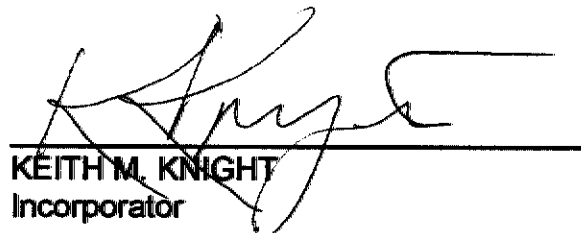
Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation {to such organization or organizations as shall at the 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.} or {In doing so the Board of

Directors shall distribute such assets among so many of the following nonprofit organizations: REGION I PARTNERSHIP COUNCIL as shall at the 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 such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XII. BYLAWS

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

DATED this 5 day of May, 1997.



KEITH M. KNIGHT
Incorporator