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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

INTERNATIONAL ASSOCIATION OF DIET CENTERS, INC.

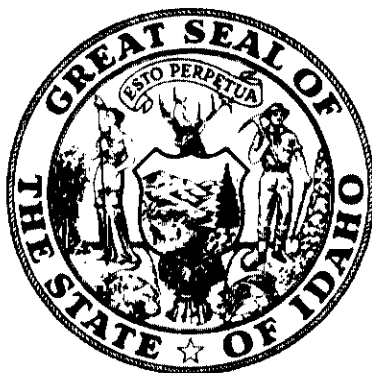
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

INTERNATIONAL ASSOCIATION OF DIET CENTERS, 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 6** , 19 **91** .



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

AUG 6 4 32 PM '91

SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL ASSOCIATION OF DIET CENTERS, INC.**

1. The name of the corporation is International Association of Diet Centers, Inc.
2. The corporation is a nonprofit corporation.
3. The period of its duration is perpetual.
4. The primary purposes of the corporation are to act as a trade association by representing operating subfranchisors, owner-operator franchisees, and subfranchisees of Diet Center, Inc. on all issues affecting them and Diet Center, Inc., and to enhance, improve, and promote the perpetuation of the Diet Center system to the mutual benefit of its members.
5. The corporation has a single voting membership class consisting of persons or entities that meet the qualifications for membership specified in the bylaws adopted by the corporation. The membership class shall have three sections consisting of actively operating (1) subfranchisors, (2) owner-operator franchisees, or (3) subfranchisees of Diet Center, Inc. Except for the election of directors, which shall be by election of equal representation from within the three member sections, all members shall have the right to vote on all matters presented to the members.
6. The members of the corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation.
7. The corporation shall indemnify each officer, director, and member serving on committees, including former officers, directors, and committee members, to the full extent permitted by the Idaho Business Corporation Act and the Idaho Nonprofit Corporation Act. This indemnification extends to all actions contemplated by law taken by such persons in good faith, under actual or apparent authority of the corporation, while under the reasonable belief that they were acting in the best interest of the corporation in carrying out their assigned duties and responsibilities, or to positively promote or enhance the corporation's image.
8. No dividend shall be paid and no part of the assets or income of the corporation shall be distributed to its members, directors or officers, except to the extent permitted by law.
9. Membership dues may be levied upon each member in such amounts and collected in such manner as the board of directors shall determine as provided in the bylaws of the corporation.
10. The management of the corporation shall be vested in its board of directors and not in its members. The authority of the board of directors shall be as provided by law and as specified in the bylaws of the corporation. Any change in the number of directors at any time

constituting the board of director shall be made by amendment to the bylaws and not by amendment to the articles of Incorporation. The number of directors shall never be less than the minimum number specified by law. The directors may be divided into two or three classes for the purpose of providing staggered terms as allowed by law and as specified in the bylaws. No classification of directors shall be effective before the first annual meeting of members. The number of directors constituting its initial board of directors is five, whose names and addresses are:

Glen R. Erikson
1853 Fairview Ave
Rexburg, ID 83440

Cornell Thomas
11575 Hidden Valley Blvd
Sandy, UT 84092

Rita Webster
2134 East 6000 South
Rexburg, ID 83440

Teddy Call
130 Running Springs Drive
Palm Desert, CA 92260

Walter Sandifer
362 Babcock Road
San Antonio, TX 78201

11. The address of its initial registered office is 683 North Capital, Idaho Falls, Idaho 83402 (P. O. Box 51718, Idaho Falls, Idaho 83405-1718). The name of its initial registered agent at such address is Winston V. Beard.

12. The name and address of each incorporator is:

Winston V. Beard
683 North Capital
Idaho Falls, ID 83402
(P. O. Box 51718, 83405-1718)

13. These articles may be amended only with the two-thirds (as defined in the bylaws of the corporation) approval of the board of directors and the approval of a majority vote of the memberships in each member section at a meeting where a quorum is present.

Dated August 5, 1991.


Winston V. Beard

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