



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

RESOURCES UNLIMITED FOR RURAL ACCESSIBLE LIVING, INC.

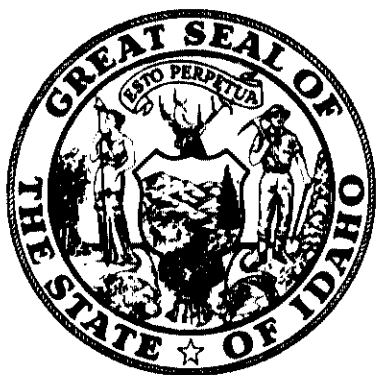
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

RESOURCES UNLIMITED FOR RURAL ACCESSIBLE LIVING, 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 28, _____, 19 90



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Lybaca
Corporation Clerk

92664

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Resources Unlimited for Rural Accessible Living, Inc.

(RURAL, Inc.) 90 JUN 28 AM 8 46

KNOW ALL MEN BY THESE PRESENTS: That we whose names are hereby affixed, all of whom are bona fide residents and full-age citizens of the United States of America, do under and in pursuance of Idaho Code Title 30, Chapter 3 et seq. as amended and general corporation laws of the said state hereby organize, constitute and associate ourselves and such other persons as may hereafter become associated with us, in accordance with these Articles, into a body politic, and corporate for the purposes hereinafter set forth, and that end we execute these Articles of Incorporation, and hereby certify, set forth and declare as follows:

ARTICLE I

The name of the association shall be called RESOURCES UNLIMITED FOR RURAL ACCESSIBLE LIVING, INC.

ARTICLE II

The principal office of this association shall be located at 1634 Damen Street, Moscow, Idaho. The initial registered agent is Larry Clott. The duration and term of existence of the corporation shall be perpetual.

ARTICLE III

The purposes for which this association is formed and incorporated are as follows:

- A) To promote the general welfare of the residents of Idaho Department of Health and Welfare's Region I & II through community awareness, education, information dissemination, workshops

and render independent living rehabilitation related services for people with disabilities and their families.

- B) To procure, accept and administer grants, donations and/or loans from any public or private source for the above purposes; provided, that the private property of the officers and directors of the corporation shall be exempt from the debts of the corporation, and no officer or director shall be jointly or severally liable or responsible for any debts or liability of the corporation on account of such status or conduct incidental to or required by such office, role or status.
- C) This association is one which is not organized for pecuniary gain or profit to its members and is organized for non-profit purposes, it being the intent of this association and its powers limited to fully comply with the rules and regulations of the Internal Revenue Code and specifically Section 501 (c) (3), Internal Revenue Code of 1954, and any amendments thereto, and these articles shall be so construed in the event of ambiguity or inconsistency.
- D) To generally engage in, do and perform, any enterprise, act, or vocation that a natural person might or could do or perform; so long as in conformance with the other purposes herein enumerated.
- E) To engage in the business of buying, acquiring, giving owning, leasing, transferring, encumbering and generally dealing in real and personal property so

long as in conformance with the other purposes herein enumerated.

- F) To borrow money for use of said corporation and to issue securities therefor and to pledge, mortgage, hypothecate and otherwise dispose of real, personal and intangible property of the corporation as secured therein.
- G) To do all and everything, necessary, suitable and proper for the accomplishment of any of the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized; and also so long as in conformance with the other purposes herein enumerated.
- H) The purposes herein enumerated shall be construed both as purpose and powers and shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers,

shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of the corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature unexpressed.

ARTICLE V

The affairs of this corporation shall be conducted by a Board of Directors of at least three in number, with the exact number, manner of selection and qualifications as determined by the By-Laws. The Board of Directors may appoint an Executive Committee which shall possess and may exercise the powers of the Board of Directors in the management and direction of the affairs of the corporation during the intervals between meetings of the Board of Directors.

The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors and shall be known as directors, unless another title hereafter is determined are: Larry Clott, Moscow, Idaho; Ray Bowden, Moscow, Idaho; John Riley, Post Falls, Idaho.

That notice of election was held for directors as set out in Title 30, Chapter 3 of Idaho Code and that as a result of said notice and at a meeting, vote of association membership as attached hereto all the members voting - the following directors were elected: Larry Clott, Ray Bowden, and John Riley.

The number of persons named above shall not necessarily constitute the number of directors of the association, but the members shall have the power to adopt By-Laws, which By-Laws shall provide in detail for the number of officers and directors to govern such association.

ARTICLE VI

The Board of Directors shall have the general power to act for and on behalf of the corporation in any manner not prohibited by statute or by these Articles of Incorporation. Said Board shall, specifically, and not by way of limitation, have the power to sell, lease, exchange, mortgage, pledge or make other disposition of the business, property, assets or franchises of the corporation, which may consist in whole or in part of money or property, real, personal or mixed, as shall be authorized by the board, provided that whenever the directors desire to sell, exchange or lease the principal part of all of the business, they may do so only upon a vote of a simple majority of the membership of the corporation present at a meeting duly called for such purpose provided a quorum is present. The terms "sell, exchange, or lease" as herein used shall not include mortgage or pledge. Instruments of encumbrances as herein authorized shall be executed by the President or Vice President of the corporation and be attested by the Secretary Treasurer thereof.

ARTICLE VII

There shall be an annual meeting of the members of the corporation to be held at such time and place as provided in the By-Laws. Each member shall be entitled to one vote only.

ARTICLE VIII

The officers of this corporation shall be a President, a Vice-President, a Secretary and a Treasurer who shall be members of the Board of Directors and be elected in such manner and for such term as provided in the By-Laws.

ARTICLE IX

That the By-Laws of this association shall be adopted by the members named in the Articles of Incorporation and thereafter be

amended or repealed by the means provided in said By-Laws, so long as said By-Laws may further set out such other provisions as may be prescribed by law and particularly Title 30, Chapter 3, Idaho Code, specifically limited, however, in adopting any amendment of alteration or modification which will cause the corporation to be in contravention of said Title 30, Chapter 3, Idaho Code Annotated or Section 501 (c) (3), Internal Revenue Code.

ARTICLE X

Sale, conveyance or encumbrances of all or any part of the property of the company may be made by the Board of Directors, provided however, that such sale, conveyance or encumbrance is authorized by a simple majority of entire membership present at a regular membership meeting or a special membership meeting called for the purpose, and instruments of conveyance and encumbrance shall be executed on behalf of the company by the President or Vice President and attested by the Secretary of the company.

ARTICLE XI

No officer, Director or member shall at any time receive or become entitle to receive any pecuniary profit from the operation hereof, either by dividend or other distribution or by payment of any salary, wage or reward of any kind in excess of reasonable compensation for services actually rendered by any officers, agents, Director or employee or member of the corporation.

ARTICLE XII

The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the corporation and its Directors:

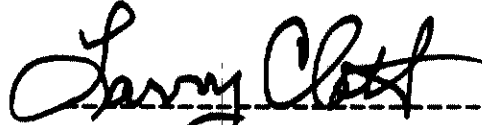
- A) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any Director,

member or other private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. The corporation shall not participate in, or intervene in (including the publishing or distributing of comments) any political campaign on behalf of any candidate for public office.

- B) In the event of the existence of the corporation for any reason be terminated, all funds of the corporation shall, after payment of its liabilities, be distributed exclusively to qualified Internal Revenue Code tax exempt charitable institutions for purposes as selected by the Board of Directors.

ARTICLE XIII

The incorporators of this corporation are as follows:



Larry Clott
1634 Damen Street
Moscow, ID 83843



Ray Bowden
412 Juliene Way
Moscow, ID 83843



John Riley
East 4560 Highland Drive
Post Falls, ID 83854

STATE OF IDAHO)
)
County of Latah)

On this 19 day of June, 1990, before me, the undersigned
Notary Public in and for the above-named county and state, personally
appeared Larry Clott, known to me to be one of the persons whose names
are subscribed to the foregoing instrument and acknowledged to me that
he is the same.

IN WITNESS WHEREOF, I have hereunto set my hand and notary seal the
date last above written.



Notary Public in and for the
State of Idaho, residing at
Moscow, Idaho.

My commission expires: 5-12-95