

State of Idaho

Department of State

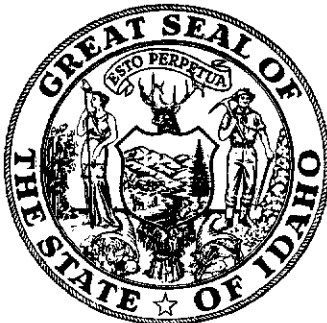
CERTIFICATE OF INCORPORATION OF

VBS PERSONAL BUDGETING SERVICE, INC.
File number C 115392

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 VBS PERSONAL BUDGETING SERVICE, 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 17, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

ARTICLES OF INCORPORATION
OF

VBS PERSONAL BUDGETING SERVICE, INC.

IDAHO SECRETARY OF STATE
DATE 05/30/1996 0900 66399

CK #: 2670 QJST# 67938
INC NONP
30.00= 30.00

: C

KNOW ALL PERSONS BY THESE PRESENTS:

We, the undersigned, citizens and residents of the State of Idaho and the United States of America, over the age of twenty-one (21), for the purpose of organizing and forming a Nonprofit Corporation under the provisions of the Idaho Nonprofit Corporation Act (Title 30, Chapter 3, Idaho Code, Sections 30-301 to 30-322) and all laws amendatory and supplementary, and for such purpose, do hereby associate ourselves and make, sign and acknowledge, certify, adopt and file this certificate and Articles of incorporation for that purpose as follows:

ARTICLE I

Name of Corporation

The name of this corporation shall be and is VBS Personal Budgeting Service, Inc.

ARTICLE II

Nonprofit Status

The corporation is a nonprofit corporation under the Idaho Nonprofit Corporation Act (Title 30, Chapter 3, Idaho Code, sections 30-301 to 30-322), as hereinafter amended.

This corporation is not organized for pecuniary profit. This corporation shall not have the power to issue certificates of stock or declare dividends; no part of the net earnings or assets (if any) of the corporation shall inure to the benefit of, be

distributable to, nor shall dividends be paid to, any member, director, officer or any other private person at any time whatsoever. Provided that, the corporation shall have the power to pay reasonable compensation for services rendered and to make payments and distributions in accordance with the corporate purposes set forth in Article IV (below).

No 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 (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue code of 1954 (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 of 1954 (or the corresponding provisions of any future United States internal Revenue Law).

ARTICLE III

Duration

The period of the duration of this corporation is unlimited and of perpetual duration.

ARTICLE IV

Purposes

The purposes for which the corporation is organized are:

A. Specific and Primary Purposes:

Section One. The promotion, through, among others, charitable and benevolent purposes, of the Social Welfare of mentally disabled and emotionally troubled persons by providing low cost placement, housing and other programs for persons otherwise unable to obtain the same on the open market or who require specialized programs to meet their particular needs.

Section Two. To provide treatment, therapy, counseling and other services to aid in the emotional and psychological well being of these persons.

Section Three. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons, organizations (of any kind or nature) such as corporations, firms, associations, trusts, institutions, foundations or government bureaus, departments and agencies.

B. In furtherance of, but not in limitation of, the foregoing purposes, the corporation shall have the following general purposes and powers.

Section One. To acquire, purchase, construct, own, hold, invest in, lease, manage, develop, maintain, rehabilitate, improve, sell, exchange or otherwise dispose of and deal in real or personal

property, whether improved or unimproved, and any interest therein, of every kind and description.

Section Two. To borrow money and execute such evidence of indebtedness and such contracts, agreements, mortgages, deeds, leases, assignments, conveyances, security agreement or other instruments a may be necessary.

Section Three. To develop and administer programs for mentally or emotionally troubled youth, dealing with rehabilitation, education, employment, welfare and health, in order to assist them in adjusting themselves to their environment; to train them in vocations and avocations; to aid them in all their activities; and to be of assistance in solving their particular problems.

Section Four. To do any lawful act or thing necessary or proper to carry out the foregoing purposes and powers. To exercise all other rights and powers conferred upon Nonprofit Corporations formed under the general Nonprofit Corporation Act and (consistent with the above), the Idaho Business Corporation Act of the State of Idaho.

Section Five. Provided, however, that the corporation shall not engage in any activity whatsoever, including those mentioned above, that are not in furtherance of the charitable purposes of the corporation. Further, all the foregoing purposes and powers shall be exercised exclusively for charitable purposes and in such manner that the corporation shall qualify as a tax exempt organization under the Internal Revenue Code of the United

States of America and applicable Idaho State Tax Statutes, including Internal Revenue code § 501(c)(3), as they are currently or shall hereinafter be in force and effect.

ARTICLE V

Membership

Section One. The corporation is to have members.

Section Two. The members of the corporation shall not be personally liable for the debts, liabilities or obligations of the corporation.

Section Three. The management of the affairs of the corporation shall not be managed by the members but shall instead be managed by a board of directors elected by the members.

Section Four. The qualifications, voting rights, and other pertinent matters regarding membership in the corporation shall be specified in Bylaws of the corporation.

ARTICLE VI

Street Address of Office and Agent

The street address of the initial registered office of the corporation is:

Vicki Jean Palmer
40 Oakwood #149
Pocatello, ID 83204

The name of the corporation's initial registered agent at this address is: Vicki Jean Palmer.

ARTICLE II

Directors of Corporation

The number of directors constituting the initial board of directors shall be three (3). The names and addresses of the persons who are appointed to act in the capacity of Directors until the election of their successors are:

1. Vicki Jean Palmer 40 Oakwood #149
 Pocatello, ID 83204
2. Nancy Knobel 872 Northgate
 ; Pocatello, ID 83201
3. Jeananne Whitmer 4447 Burley Road
 Chubbuck, ID 83202

ARTICLE VIII

Management of Corporation by Directors

Section One. The management of all the affairs and business of the Corporation shall be vested in the Board of Directors.

Section Two. The number, classification, qualifications, powers, duties, terms of office, manner of election and times and places for (and quorum at) meetings of the Board of Directors shall be prescribed by the Board of Directors and recorded in the Bylaws of the Corporation.

The Board of Directors may adopt any other Bylaws by a majority vote that will further the purposes of the Corporation as established in Article IV.

Section Three. All actions by the corporation shall be decided upon by a MAJORITY VOTE of the Board of Directors and placed in Records of the Corporation in the form of a RESOLUTION.

Section Four. The OFFICERS of the corporation shall be designated, named, elected, or appointed in a manner to be prescribed in the Bylaws of the corporation.

ARTICLE IX

Indemnification and Insurance for Directors

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that such person is or was a Director or officer of the corporation shall be indemnified by the corporation against any and all reasonable expenses, including attorney fees, incurred in connection with the defense or settlement of such action, suit or proceeding; except in relation to matters as to which it shall be adjudged in such action, suit or proceedings that the Director is liable for intentional misconduct or gross negligence.

The Board of Directors may establish insurance to ensure this indemnification, as they deem necessary, in the Bylaws of the corporation.

ARTICLE X

Incorporators

The name and address of each incorporator of the corporation is as follows:

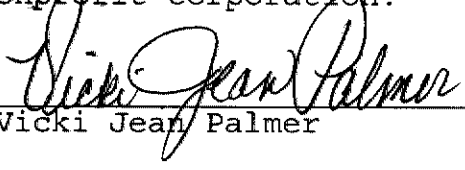
1. Vicki Jean Palmer 40 Oakwood #149
Pocatello, ID 83204

ARTICLE XI

Distribution of Assets Upon Dissolution

In the event of dissolution of the corporation, assets shall be distributed to the members of the corporation.

IN WITNESS WHEREOF, the following person acknowledges that she is a resident of the State of Idaho and hereto signs to incorporate this corporation as a nonprofit corporation.


: Vicki Jean Palmer

STATE OF IDAHO)
 :SS
County of Bannock)

On this 12 day of June, 1996, before me, the undersigned Notary Public in and for said County and State, personally appeared VICKI JEAN PALMER, known or identified 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 hereto set my hand and affixed my seal the day, month and year first in this Certificate written.


NOTARY PUBLIC for Idaho
Residence: Pocatello
Commission expires: 4-26-97