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STATE OF IDAHO

**AMENDED and RESTATED
ARTICLES of INCORPORATION**

OF

DAWN ENTERPRISES, INC.

An Idaho Non-Profit Corporation

KNOW ALL MEN BY THESE PRESENTS: that Dawn Enterprises, Inc., an Idaho corporation with its principal place of business in Blackfoot, Bingham County, State of Idaho, for the purpose of organizing a non-profit corporation pursuant to the laws of the State of Idaho, does hereby make, sign, acknowledge, certify and file this certificate and Articles of Incorporation follows:

ARTICLE I.

NAME OF CORPORATION

The name of this corporation shall be and is: DAWN ENTERPRISES, INC.

ARTICLE II.

PURPOSES AND POWERS

This corporation is formed is to engage in non-profit activities consistent with organizations that qualify as exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law). As such it is formed to:

1. To provide vocational development services, including vocational evaluation, vocational adjustment, work experience, and extended controlled employment for vocationally handicapped persons.
2. To cooperate with the various and several organizations providing educational, health and welfare services such as, but not restricted to: mental health association, mental retardation association, day care center, school districts, churches, city, county, state and federal education, health and welfare agencies, and any other agency dealing with educational, health or welfare services.
3. To assist and aid the handicapped, the disabled and the disadvantaged to attain the fullest development of which they are capable through the skillful use of recognized techniques of rehabilitation, social work, life guidance, evaluation, training, and useful employment.
4. For the accomplishment of the aforementioned purposes, the corporation may:

IDAHO SECRETARY OF STATE

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- a) Receive monies, equipment, property, or labor from any source including but not limited to private sources, or whatever, and purchase, convey, mortgage and lease all kinds of real and personal property or otherwise use the funds.
 - b) Borrow money and draw, make, accept, endorse, assign, guarantee, execute and issue notes, checks, drafts, bonds, debentures, negotiable instruments and other instruments for the payment of money and mortgage or pledge its property to secure such obligations.
 - c) Loan money and accept notes, checks, drafts, bonds, debentures, negotiable instruments and other instruments for the payment of money and receive mortgages or pledges of property to secure such obligations accepted.
- 5. To enter into any and all agreements which may be necessary, essential, convenient, or proper for the accomplishment of any and all of the objects above mentioned, or incident to the powers herein named, or which shall have at any time appeared to be conducive or expedient or beneficial to the corporation, and to powers conferred upon non-profit cooperative associations and corporations under the statutes of the State of Idaho as now constituted and as may be provided by future amendments thereto.
 - 6. To exercise and perform all of the above described powers both within and without the State of Idaho.
 - 7. To provide elderly persons and handicapped persons with housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a non-profit basis.
 - 8. To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing under Section 202 of the Housing Act of 1959. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage of the Corporation's property is held by the Secretary of Housing and Urban Development.

ARTICLE III.

PRINCIPAL PLACE OF BUSINESS

The principal place of business, registered office and location, and post office address of the registered office of said corporation shall be 280 N. Cedar Street, P.O. Box 388, Blackfoot, Idaho, 83221. The corporation may also maintain offices at such other place or places in the State of Idaho as the Board of Directors may from time to time decide.

ARTICLE IV.

MEMBERSHIP

The membership of this corporation shall be comprised of the members of the Board of Directors and its officers.

ARTICLE V.

BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed by its Board of Directors. The directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation, as they may deem proper, not inconsistent with its by-laws and the laws of the State of Idaho. The number of directors of this corporation shall be at least five (5) and no more than thirteen (13).

ARTICLE VI.

OFFICERS and COMMITTEES

Section 1. Elective Officers

The elective officers of this corporation shall be President, Vice-President, and Secretary.

Section 2. Elective Officer Terms

Regular terms of office for the President, Vice-President, and Secretary shall be as set forth in the by-laws of the corporation.

Section 3. Executive Committee and Other Committees

The Executive Committee shall be comprised of the officers of the corporation. Other committees may be established from time to time by the Executive Committee, which shall determine their functions, members and terms of appointment.

Section 4. Duties

The duties of the various officers and Executive Committee shall be as set forth in the by-laws of the corporation. Duties of the special appointed committees shall be established by the Executive Committee.

ARTICLE VII.

MEETINGS

Section 1. Annual Meeting

The annual meeting of the corporation shall be held during the month of November in the county in which the office of the corporation is located, at such time and place as the Executive Committee shall determine and announce in the notice thereof. The annual meeting will be held for electing officers, receiving reports and transacting other business. Notice of this meeting issued by the Secretary shall be mailed to the last recorded address of each member of the board at least five (5) days before the time appointed for the meeting.

Section 2. Special Meetings

A special meeting may be called at anytime by the Executive Committee by providing notice to the membership at least five (5) days prior to the meeting date, stating the purpose for which it is to be held, and no business other than that related to this purpose shall be transacted at the meeting.

Section 3. Quorum

At any meeting, one-half (50%) or three (3) members of the Board of Directors, whichever is greater, shall constitute a quorum.

ARTICLE VIII.

AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be altered, amended, repealed, in whole or in part, or new articles adopted at any regular meeting or at any special meeting of the Board of Directors thereof, called for that purpose, by the affirmative vote of the majority of the members present at such meeting; provided that a quorum as specified in the by-laws is present. So long as a mortgage on the corporation's property is held by the Secretary of Housing and Urban Development, these Articles of Incorporation may not be amended without the prior written approval of the said Secretary.

ARTICLE IX.

BY-LAWS

By-laws shall be hereafter adopted. Such by-laws may be altered, amended, repealed, in whole or in part, or new by-laws adopted in the manner provided therein, and the amendments to the by-laws shall be binding on all members of the board, including those who may have voted against them, so long as they are not inconsistent with the provisions of these Articles of Incorporation or of the Regulatory Agreement between the corporation and the Secretary of Housing and Urban Development.

ARTICLE X.

DISSOLUTION

Section 1. Distribution of Assets upon Dissolution of the Corporation

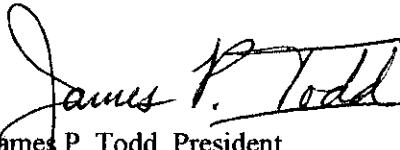
Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 and any amendments thereto (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the State Judicial District of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Section 2. Special Conditions

In the event of the dissolution of the corporation or the winding up of its affairs, or other liquidation of its assets, the corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for non-profit purposes similar to those of the corporation: provided, however, that the corporation shall at all times have the power to convey any of all of its property to the Secretary of Housing and Urban Development.

IN WITNESS WHEREOF, I, as President of the Board of Directors, have hereunto set my hand and seal this 14th day of February, 2000.

DAWN ENTERPRISES, INC.

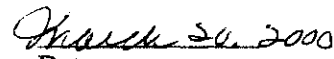

James P. Todd, President
Board of Directors.

The Amended Articles of Incorporation were reviewed during the regular board meeting on February 14, 2000. Amendments of this document included terminology for services that are provided by this agency and the titles of management staff.

Pat Christensen made the motion to accept the ^{articles} as amended, Dave Tanner seconded the motion and the motion passed. Number of directors entitled to vote, (8), voted for (5), voted against (0).

Names of those members in attendance: Patricia Christensen, Jean Esplin, Lawanna Page, David Tanner and James Todd.


Patricia Christensen, Board Secretary


Date