

State of Idaho

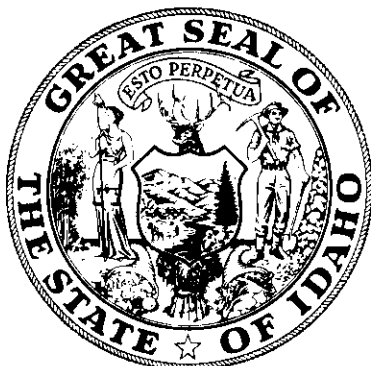
Department of State.

CERTIFICATE OF AUTHORITY OF UNITED PROFESSIONAL SERVICES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of UNITED PROFESSIONAL SERVICES, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business 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 Authority to UNITED PROFESSIONAL SERVICES, INC. to transact business in this State under the name UNITED PROFESSIONAL SERVICES, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated June 17, 19 82



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is UNITED PROFESSIONAL SERVICES, INC. ^{00,02}
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of COLORADO
4. The date of its incorporation is April 26, 1982 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is Turnpike Towers, Suite 513, 7475 Dakin, Denver, Colorado 80221
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in the business of sale of membership in an
association which provides professional services.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
_____	_____	_____
_____	SEE ATTACHED RIDER	_____
_____	_____	_____
_____	_____	_____

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>50,000</u>	<u>COMMON</u>	<u>No Par</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
50,000	Common	No Par

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated June, 1982

UNITED PROFESSIONAL SERVICES, INC.

By D. Chris Darst
D. Chris Darst
Its _____ President

and William Dittmer
William Dittmer
Its Corporate Sec. Secretary

STATE OF Colorado)
COUNTY OF Adams) ss:

I, Luella M Scott, a notary public, do hereby certify that on this 7 day of May, 1982, personally appeared before me D. Chris Darst + William Dittmer, who being by me first duly sworn, declared that he is the President, Secretary of United Professional Services

that he signed the foregoing document as Pres/Sec (Respectively) of the corporation and that the statements therein contained are true.

Luella M Scott
Notary Public

my commission expires 9/7/82

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

UNITED PROFESSIONAL SERVICES, INC.

Names, titles and addresses of officers:

<u>Name</u>	<u>Office</u>	
D. Chris Darst	President	13632 Elmore Rd., Longmont, Co 80501
Thomas W. Dittmer	Vice-President	732 Hilltop St., Longmont, CO 80501
Charles R. Dittmer	Vice-President	Rt. 1, Box 34, Broomfield, CO 80020
Max D. George	Vice-President	11933 E. Oregon Circle, Aurora, CO 8001
William Dittmer	Secretary	1036 S. Coffman, Longmont, CO 80501
G. L. Dittmer	Treasurer	P.O. Box 970, Westminster, CO 80030

All of the above Officers are also directors.

JUN 17 8 47 AM '82
SECRETARY OF STATE

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ARTICLES OF INCORPORATION
OF
UNITED PROFESSIONAL SERVICES, INC.

469100 3253

We, the undersigned, natural persons of the age of twenty one (21) years or more, acting as incorporators of a corporation under the Colorado Corporation Act, adopt the following Articles of Incorporation for such corporation.

FIRST: The corporation name and style of our corporation shall be United Professional Services, Inc.

SECOND: The principal office shall be at Turnpike Towers, Suite 513, 7475 Dakin, Denver, Colorado 80221. Said corporation may have such other offices in the State of Colorado and such other states, cities, and counties in the United States as it may deem proper for the carrying out of the business of the corporation.

THIRD: The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any or all of the things herein mentioned as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

(a) To engage in the business of sale of membership in an association which provides for professional services.

(b) To purchase, acquire, hold, own, mortgage, sell, convey, improve, develop, lease, exchange, or otherwise deal in real and personal property of every class and description in any state, district, territory, colony or foreign country.

(c) To purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever.

(d) To take mortgages and assignment of mortgages upon any real property and to make and obtain loans upon real estate improved or unimproved and upon personal property without taking evidence of indebtedness and securing the

payment thereof by mortgage, trust deed, pledge or otherwise; to enter into contracts to buy or sell any property real or personal.

(e) To buy and sell mortgages, trust deeds, contracts, and evidence of indebtedness, and to purchase or otherwise acquire for the purpose of holding or disposing of the same real or personal property of every kind and description including the good will, stock, right and property of any person, firm, association, or corporation paying for the same in cash, stock, bonds of this corporation.

(f) To draw, make, accept, endorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable instruments or obligations of the corporation from time to time for any of the objects, or purposes of the corporation.

(g) To transact the business on behalf of the other persons, to buy, sell, deal in, lease and manage real estate and personal property and interests therein.

(h) To engage in the business of buying, selling and distributing merchandise.

(i) To engage in the business of contracting, and carrying on the business of builders and contractors for the purpose of building, erecting, fabricating, repairing, wrecking and doing other work in connection with any and all classes of building and improvements of any kind and nature whatsoever.

(j) To invest in and deal with goods, wares, merchandise, and personal property and real estate of every kind and every class and description within or without the State of Colorado.

(k) To guarantee, purchase or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, bonds, or other

evidence of indebtedness created by other corporations, and while the holder of such stock to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

(l) To purchase or otherwise acquire, apply for, register hold, use, sell or in any manner dispose of and to grant licenses or other rights, in and in any manner deal with patents, inventories, improvements, processes, formulas, trademarks, trade names, rights and licenses secured under letters patent, copyrights or otherwise.

(m) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

(n) To enter into, make and perform contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, town, city, county, state, territory or government.

(o) To borrow money, to issue bonds, debentures of obligation and to secure the same by mortgage, pledge, deed of trust or otherwise.

(p) To purchase, hold, sell, and transfer the shares of its capital stock.

(q) To have one or more offices and to conduct any or all of its operations and business and to promote its objects within or without the State of Colorado, without restriction as to place or amount.

(r) To do any or all of the things herein set forth as principal, agent, contractor, trustee or otherwise, alone or in company with others.

(s) The objects specified herein shall, except where otherwise expressed, be in no way limited or restricted by

reference to or interference from the terms of any other clause or paragraph of these Articles of Incorporation.

(1) The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the State of Colorado.

FOURTH: The corporation is to have perpetual existence.

FIFTH: The total number of shares that may be issued by the corporation is 50,000 shares, which shall be without nominal or par value, and shall be fully paid and non-assessable. These shares shall be of one class, and all have the same rights and privileges.

SIXTH: The Directors of the corporation shall be three (3) or more in number and for the first year of existence, shall consist of the following persons, to-wit: D. Chris Darst, President, 13632 Elmrose Road, Longmont, Colorado 80501; William Dittmer, Secretary, 1036 South Coffman, Longmont, Colorado 80501; Max D. George, Vice-President, 11933 East Oregon Circle, Aurora, Colorado 80011; D. P. Dittmer, Treasurer, c/o Youth Beneficial Unlimited, P. O. Box 970, Westminster, Colorado 80030; Thomas W. Dittmer, Vice-President, 712 Hilltop Street, Longmont, Colorado 80501; and Charles R. Dittmer, Vice-President, Route 1, Box 34, Broomfield, Colorado 80020 who shall continue until their successors are elected and qualify.

SEVENTH: The private property of the stockholders shall not be subject to the payment of corporation debts to any extent whatsoever.

EIGHTH: The registered office of the corporation shall be at Turnpike Towers, Suite 510, 7470 Lakota, Denver, Colorado 80221 and the registered agent at said address shall be D. Chris Darst.

NINTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Colorado, the Board of Directors is expressly authorized:

(a) To make, alter, amend and repeal the By-Laws.

(b) To increase the number of its members by amendment of the By-Laws and to elect additional Directors to fill the offices so created.

(c) To set apart out of any of the funds of the corporation available for dividends, a reserve or reserves for the proper purpose and to alter or abolish any such reserve and to authorize and cause to be executed, mortgages and liens upon the property and franchises of this corporation.

(d) To designate, by resolution passed by a majority of the whole Board, one or more committees, which committees, to the extent provided in such resolution or in the By-Laws of the corporation, shall have and may exercise any or all of the affairs of this corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

(e) From time to time determine whether and to what extent and at which time and places and under what conditions or any of them other than the stock ledger, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or book or document of the corporation, except as conferred by law or authorized by resolution of the Directors or the stockholders.

(f) This corporation may in its By-Laws, confer powers additional to the foregoing upon the Directors, in addition to the powers and authorities expressly conferred upon them by law.

TENTH: This corporation reserves the right to amend,

alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

ELEVENTH: Cumulative voting for directors shall not be allowed.

TWELFTH: The books of the corporation shall be kept at the principal place of business in the State of Colorado.

THIRTEENTH: The names and addresses of the incorporators are: D. Chris Darst, 13632 Elmrose Road, Longmont, Colorado 80501; William Dittmer, 1036 South Coffman, Longmont, Colorado 80501; and D. F. Dittmer, c/o Youth Beneficial Unlimited, P. O. Box 970, Westminster, Colorado 80030.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 25 day of March, 1982.

D. Chris Darst
D. Chris Darst

William Dittmer
William Dittmer

D. F. Dittmer
D. F. Dittmer

STATE OF COLORADO)
) ss.
COUNTY OF ADAMS)

This instrument was acknowledged and subscribed to before me this 25th day of March, 1982 by D. Chris Darst, William Dittmer and D. F. Dittmer.

My commission expires: 9/7/82

Lorella M. Scott
Notary Public
Address: 7445 W. 1st Ave
Westminster Co