APPROVED by the Division of Corporations and Commercial Code of the Utah State Department of Business Regulation
on the 26 day of Sept. A.D. 19 86
Corporate Documents Examiner E.H.
Fees paid $ 10.00

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1986 SEP 26 AM 11: 48
DIVISION OF CORPORATIONS
STATE OF UTAH

ARTICLES OF INCORPORATION

OF

KIDS OF SALT LAKE CITY, INCORPORATED

KNOW ALL PEOPLE BY THESE PRESENTS: That we, the undersigned, all of whom are natural persons of full age, and citizens of the United States of America have this day voluntarily associated themselves together, and do hereby and by these Articles of Incorporation unite and associate ourselves together for the purpose of forming a corporation under the laws of the State of Utah for the purposes hereinafter stated.

Article I.

NAME:

The name of the corporation shall be KIDS of Salt Lake City, Incorporated.

Article II.

NON-PROFIT:

The corporation is a non-profit corporation.

CONSENT TO USE OF NAME

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Article III.

DURATION:

The period of its duration is perpetual unless terminated, dissolved or wound up in accordance with applicable laws.

Article IV.

PURPOSE:

The purposes for which the corporation is organized are to operate exclusively for charitable, educational, religious, and scientific purposes, including for such purposes:

(1) To operate an out-patient treatment center for adolescents and young adults suffering from drug dependence and alcohol abuse problems, eating disorders and other compulsive behavioral problems;

(2) To provide counselling to parents and siblings of patients; to provide community education relating to drug dependence and alcohol abuse problems, eating disorders and other compulsive behavioral problems; to provide community education and related activities for both lay persons and professionals in these fields; to generate and disseminate related educational materials to the community served by the organization; and

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(3) To transact all such other business as may be permitted corporations exempt from tax under Section 501(c)(3) of the Internal Revenue Code and incorporated under the Utah Non-Profit Corporation Laws, Title 16, Chapter 6.

(4) To perform any and all other acts necessary or incident to the performance of the foregoing purposes.

Article V.

TRUSTEE EARNINGS:

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its Trustees, officers or any other private person or individual whomsoever, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. No substantial 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 permited 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

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b. By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

Article VI.

AGENT & OFFICE:

The location and post office address of the registered office of this Incorporation in the State of Utah, shall be Billy K. McCoy, 3545 E. Country Hollow Drive, Salt Lake City, UT 84121. The registered agent of this Corporation is Billy K. McCoy, and his address is 3545 E. Country Hollow Drive, Salt Lake City, UT 84121.

Billy K. McCoy

signature

MEMBERSHIP:

This corporation will not have membership. BKM

Article VII.

TRUSTEES:

The number of trustees constituting a Board of at least three (3) and the names and addresses of the persons who are to serve as the initial Trustees are:

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Billy K. McCoy	William H. Bodell
3545 E. Country Hollow Dr.	7511 S. Montorey Circle
Salt Lake City, UT 84121	Sandy, UT 84092
Ed Brown	Marie George
3201 Emigration Canyon	770 East 1200 North
Salt Lake City, UT 84108	Bountiful, UT 84010
Marva Jones	Mickey Lau
1695 South 50 West	7523 Country Manor Road
Bountiful, UT 84010	Salt Lake City, UT 84121

David Thomas
1484 East 9150 South
Sandy, UT 84092

The entire Board shall be elected annually provided that any trustee may be removed, with or without cause, at a special meeting called for that purpose by a vote representing not less than a majority of the trustees.

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Article VIII.

INCORPORATORS:

The names and addresses of the incorporators are the same as those of the initial Board of Trustees.

Article IX.

INCORPORATIONS:

The Board of Trustees of this corporation may meet and transact the business of this corporation either at the principal place of business herein designated, or at such other place within or without the State of Utah as may be at any time determined by the Board of Trustees.

Article X.

BY-LAWS:

The By-Laws of this corporation may be repealed, amended, altered, or new By-Laws adopted at any annual meeting, or at any special meeting of the Board of Trustees called for that purpose, by a vote representing not less than a majority of the Trustees.

Article XI.

DEEMED "PRIVATE FOUNDATION":

In the event that the corporation shall ever be deemed to be a "private foundation" as described in Section 509 of the Internal Revenue Code of 1954

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(or the corresponding provision of any future United States Internal Revenue law) then while such status as a private foundation exists, these Articles of Incorporation shall be deemed to contain the provisions set out in Utah Corporation Laws, Title 16, and the corporation shall be subject to the duties and obligations therein set out.

Article XII.

DISSOLUTION:

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation, in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational,

literary, scientific or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the district court 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 to be organized and operated exclusively for such purposes. In no event shall any portion of such assets revert to or vest in any donor, incorporator, trustee, officer, agent or custodian of said corporation or any private person or individual whomsoever.

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Article XIII.

LICENSING:

The Corporation acknowledges that it has been licensed by KIDS CENTERS OF AMERICA, INC. ("KCA"), a New Jersey non-profit corporation whose principal office is located in Hackensack, New Jersey, to use the name "KIDS OF SALT LAKE CITY, INC." and that the continuation of such licensing is subject to and conditioned upon the following;

(a) That the Corporation will at all times operate and maintain the same therapeutic treatment programs and activities for its patients as are operated and maintained by KCA or its other licensees; and

(b) That the Corporation will enter into and abide by the terms of a binding and definitive contract with KCA providing for such clinical supervision of the operations, activities and programs of the Corporation by KCA that will insure quality control of all of the said activities, programs and operations; and

(c) The understanding that all agreements, licenses and other connections between the Corporation and KCA may be completely terminated by either party upon 60 days' written notice to the other party and that upon any such termination, the Corporation will change its name completely and will eliminate all references to any association or connection whatsoever with KCA from its Charter and Bylaws and from all subsequent advertisements, programs, activities and materials conducted, sponsored or disseminated in any manner by the Corporation.

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IN WITNESS WHEREOF, we have hereunto set our hands and seals this 26th day of September, 1986.

Maura B. Jones

William H Bodell

C David Le

Edwin G. Brown

Mickey L. Law

Marie R. Gledhill

Billy K. McCoy

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VERIFICATION - NOTARIZED:

STATE OF UTAH)
) ss.
County of Salt Lake)

On this 26 day of Sept., 1986, before me a Notary Public in and for said County and State, personally appeared Billy K. McCoy, William H. Bodell, Ed Brown, Marie George, Marva Jones, Mickey Lau, and David Thomas, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this certificate the day and year first above written.

Marcia R. Soper
Notary Public for Utah
Residence: Salt Lake County

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AGREEMENT

August 19, 1986

TO WHOM IT MAY CONCERN:

Kids, Inc. of Utah hereby authorizes Billy K. McCoy and/or his representatives to use the name Kids of Salt Lake City, Inc. without any reservations.

Kerry M. Miller, ~~President~~ Treasurer
Kids, Inc. of Utah

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