

ARTICLES OF INCORPORATION

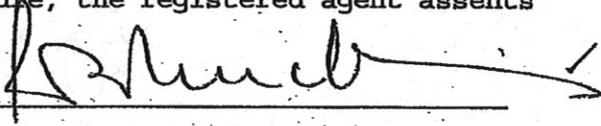
TIMBERLINE ADULT SERVICES

FILED
DORIS DAVIDSON
COLORADO SECRETARY OF STATE

The undersigned person acting as incorporator of a corporation under the "Colorado Revised Nonprofit Corporation Act," Articles 121 to 137 of Title 7, signs and acknowledges the following Articles of Incorporation for such corporation.

I. Name and Duration of the Corporation. The name of the corporation is Timberline Adult Services, and it shall be of perpetual duration.

II. Registered Agent. The name of the registered agent is Robert French, and the address of the initial registered agent is P.O. Box 588, Breckenridge, CO 80424. By his signature, the registered agent assents to such appointment.



III. Address of the Corporation. The address of the principal office of the corporation is 60 Main Street, P.O. Box 1327, Frisco, CO 80443.

IV. Incorporator. The name and address of the incorporator of the corporation is:

Robert French
P O Box 588
Breckenridge, CO 80424.

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V. Management. The corporation shall not have any voting members. The corporation shall be managed by a board of directors. The initial Board of Directors shall consist of one member:

Judith Weaver
P O Box 2146
Breckenridge, CO 80424

Thereafter the membership of the board of directors shall be controlled by the bylaws.

VI. Purpose. The corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. within this limitation the corporation shall deliver adult day care, vocational assistance, and other services to adults in Summit County, Colorado.

VII. Inurement. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its officers, its

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