

State of Alaska
Department of Community and Economic Development
Division of Banking, Securities and Corporations

CERTIFICATE
OF
INCORPORATION
Nonprofit Corporation

The undersigned, as Commissioner of Community and Economic Development of the State of Alaska, hereby certifies that Articles of Incorporation of

CHOICES, INC.

have been received in this office and have been found to conform to law.

ACCORDINGLY, the undersigned, as Commissioner of Community and Economic Development, and by virtue of the authority vested in me by law, hereby issues this Certificate of Incorporation and attaches hereto the original copy of the Articles of Incorporation.

IN TESTIMONY WHEREOF, I execute this certificate and
affix the Great Seal of the State of Alaska on

JANUARY 23, 2003

Edgar Blatchford

Edgar Blatchford
Commissioner of Community
and Economic Development

JAN 23 2003

Dept. of Community &
Economic Development

ARTICLES OF INCORPORATION
OF
CHOICES, INC.

ARTICLE I

The undersigned natural persons of the age of nineteen years or more, a majority of whom are citizens of the United States, acting as incorporators of a corporation under the Alaska Non-Profit Corporation Act (AS 10.20), adopt the following Articles of Incorporation.

The name of the corporation shall be CHOICES, Inc.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The purposes for which this corporation are organized are to operate exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including to own and manage real property, by providing prompt, non-harmful, holistic, accessible, client centered, non-coercive, recovery oriented, quality mental health, rehabilitation, and other services, with continuity, that respect and enhance the rights, dignity, and self determination of people seeking help for mental and emotional difficulties by

- (a) recognizing that solving practical problems such as (i) finding adequate housing, (ii) financial security, (iii) meaningful activity, (iv) satisfying personal relationships, and (v) social self-help supports is critical to success,
- (b) allowing them to determine the design and implementation of their services,
- (c) focusing on their strengths, satisfaction and positive outcomes,
- (d) promoting natural and community supports,
- (e) incorporating their culture and value system, and
- (f) finding or building such other supports and services they may desire

to be successful living, working, and playing in mainstream society, and for all other tax exempt charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV

The internal affairs of the corporation shall be regulated by bylaws adopted by the board of directors.

ARTICLE V.

1. The (physical and mailing) address of the initial registered office is 406 G Street, Suite 206, Anchorage, Alaska 99501.

2. The name of the initial registered agent is Jim Gottstein.

ARTICLE VI.

1. The number of directors constituting the initial board of directors of this corporation will be three (3).

2. The names and addresses of those persons, each of whom shall serve as a director until his or her successor is elected and qualified, are as follows:

Jim Gottstein 406 G Street, Suite 206, Anchorage, AK 99501

Michele Turner 406 G Street, Suite 206, Anchorage, AK 99501

David Roquet 2300 Roosevelt Drive, Apt. 2, Anchorage, AK 99517

ARTICLE VII

The name and address of each incorporator is:

Jim Gottstein 406 G Street, Suite 206, Anchorage, AK 99501

Michele Turner 406 G Street, Suite 206, Anchorage, AK 99501

David Roquet 2300 Roosevelt Drive, Apt. 2, Anchorage, AK 99517

ARTICLE VIII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, 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 III 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IX

To the extent the corporation may, from time to time be a Private Foundation under the Internal Revenue Code:

1) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4) The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE X

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the judicial district (or 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.

ARTICLE XI

Except with respect to:

(1) a breach of a director's duty of loyalty to the corporation;

(2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; or

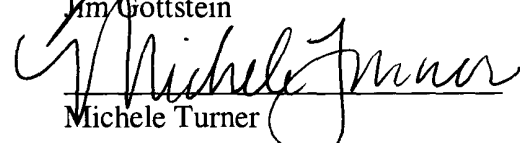
(3) a transaction from which the director derives an improper personal benefit, the directors shall not be personally liable for any act or omission related to his or her service as a director and the corporation shall defend, indemnify, and hold the directors harmless therefrom to the maximum extent permitted by law.

Dated: 1/22/2003



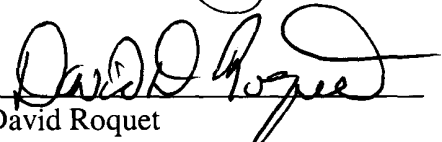
Jim Gottstein

Dated: 1/22/2003



Michele Turner

Dated: 1-22-03



David Roquet

CHOICES, INC.

STATEMENT OF NONPROFIT CLASSIFICATION CODE (NPSIC)

The NPSIC code which comes closest to the activities of the corporation is 8000.