

State of Indiana
Office of the Secretary of State

CERTIFICATE OF AMENDMENT

of

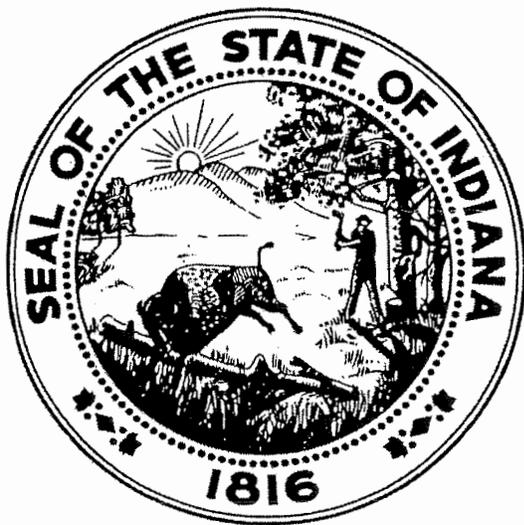
YOUTH FIRST FOUNDATION, INCORPORATED

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above Non-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

The name following said transaction will be:

YOUTH FIRST, INC.

NOW, THEREFORE, with this document I certify that said transaction will become effective Friday, April 12, 2002.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, April 12, 2002.

Sue Anne Gilroy

SUE ANNE GILROY,
SECRETARY OF STATE



ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION' 110000191

State Form 4161 (R7 / 8-91) Corporate Form No. 364-2 (May 1988)
Article of Amendment (Amending Individual Articles Only) Nonprofit
Prescribed by Joseph H. Hogsett Secretary of State of Indiana
Approved by State Board of Accounts 1991

RECEIVED
INDIANA SECRETARY
OF STATE

FILING FEE IS \$30.00

2002 APR 12 PM 5:00

APPROVED
AND
FILED

INSTRUCTIONS: Present 2 originally executed copies to:

SECRETARY OF STATE
302 W WASHINGTON ST RM E018
INDIANAPOLIS IN 46204

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

YOUTH FIRST FOUNDATION, INCORPORATED

See Anna Gittroy
IND. SECRETARY OF STATE

The undersigned officers of:

YOUTH FIRST FOUNDATION, INCORPORATED

This Corporation exists pursuant to: (check appropriate box)

[] The Indiana Not-For-Profit Corporation
Act of 1971 (IC 23-7-1.1), as amended

[] Indiana General Not-For-Profit Corporation Act
(approved March 7, 1935)

[x] Indiana Nonprofit Corporation Act of 1991
(IC 23-17-1), as amended

(The "Act") gives notice of amendment to its Articles of Incorporation and certifies the following facts:

ARTICLE I - Amendment(s)

SECTION 1: The date of incorporation of the Corporation is:

May 6, 1998

SECTION 2: The name of the Corporation following this amendment to the Articles of Incorporation is:

Youth First, Inc.

SECTION 3

The exact text of Article(s) Article I of the Articles of Incorporation is now as follows.

Article I

The name of the Corporation is:

Youth First, Inc.

SECTION 1: Action by Directors

The Board of Directors of the Corporation duly adopted a resolution proposing to amend the terms and provisions of Article(s) Article I of the Articles of Incorporation and directing a meeting of the members, to be held on December 2001, allowing such members to vote on the proposed amendment.

The resolution was adopted by: *(select appropriate paragraph)*

- a. Vote of the Board of Directors at a meeting held on December, ~~19~~ 2001, at which a quorum of such Board was present.
- b. Written consent executed on _____, 19 _____, and signed by all members of the Board of Directors.

SECTION 2: Action by members or delegates

The members or delegates of the corporation entitled to vote in respect to the Articles of Amendment adopted the proposed Amendment.

The proposed Amendment was adopted by: *(select appropriate paragraph)*

- a. Vote of such members or delegates during the meeting as called by the Board of Directors. The result of such vote is as follows:

MEMBERS OR DELEGATES ENTITLED TO VOTE:

MEMBERS OR DELEGATES VOTED IN FAVOR:

MEMBERS OR DELEGATES VOTED IN AGAINST:

TOTAL

- b. Written consent executed on _____, 19 _____, and signed by at least 80% of such members or delegates.

SECTION 3: Approval by Third Party

If the Corporation's Articles of Incorporation require an amendment to be approved in writing by a specified person other than the Board of Directors, the Corporation has obtained the Third Party's approval pursuant to IC 23-17-17-1.

SECTION 4: Compliance with legal requirements

The manner of the adoption of the Articles of Amendment and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

I hereby verify, subject to penalties of perjury, that the facts contained herein are true.

Signature of current Officer



Printed name of Officer

William Wooten, M.D.

Title of Officer

President

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

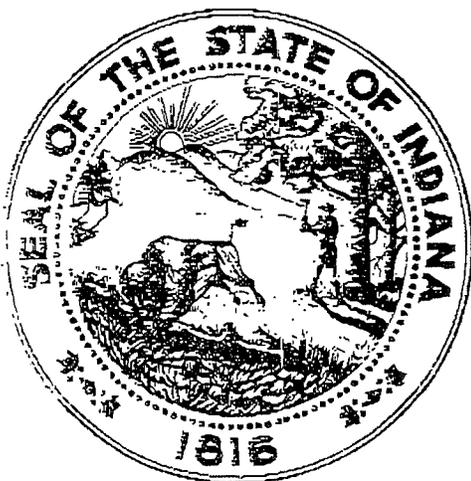
CERTIFICATE OF INCORPORATION

OF

YOUTH FIRST FOUNDATION, INCORPORATED

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above corporation have been presented to me at my office accompanied by the fees prescribed by law; that I have found such Articles conform to law; all as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended.

NOW, THEREFORE, I hereby issue to such corporation this Certificate of Incorporation, and further certify that its corporate existence will begin May 03, 1998.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Sixth day of May, 1998.

Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

TC
Deputy



ARTICLES OF INCORPORATION

State Form 4162 (R7 / 7-91) Corporate Form No. 36-1 (October 1984)

Articles of Incorporation (Nonprofit)

Provided by Joseph H. Hogsett Secretary of State of Indiana

Approved by State Board of Accounts 1991

APPROVED
AND
FILED
IND. SECRETARY OF STATE

INSTRUCTIONS: Use 8 1/2 x 11 inch paper for inserts.
Present 2 originally executed copies to:

SECRETARY OF STATE
302 W WASHINGTON ST RM E018
INDIANAPOLIS IN 46204

FILING FEE IS \$30.00

IC 23-17-3-1

For tax exempt status, Nonprofit Corporations must qualify with both the Internal Revenue Service and the Indiana Department of Revenue.

ARTICLES OF INCORPORATION OF

YOUTH FIRST FOUNDATION, INCORPORATED

The undersigned incorporator or incorporators, desiring to form a corporation (*hereinafter referred to as the "Corporation"*) pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991 (*hereinafter referred to as the "Act"*), execute the following Articles of Incorporation.

ARTICLE I - Name

The name of the Corporation is (*the name MUST include the word "Corporation", "Incorporated", "Limited", "Company" or one of the abbreviations thereof*):

YOUTH FIRST FOUNDATION, INCORPORATED

ARTICLE II - Purpose (*optional*):

The purposes for which the Corporation is formed are:

Charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. All other lawful activities permitted under the Act. Further, the Corporation at all times shall be operated for the purpose of providing a family-orientated substance abuse prevention and intervention program that will improve overall functioning of area school children and families.

ARTICLE III - Type of Corporation (*check only one*):

The Corporation is a:

- public benefit corporation, which is organized for a public or charitable purpose;
- religious corporation, which is organized primarily or exclusively for religious purposes; or
- mutual benefit corporation (*all others*).

ARTICLE IV - Registered Agent, Registered Office, Principal Office

SECTION 1 Registered Agent: The name and street address of the Corporation's Registered Agent and Registered Office for service of process are:

Name of Registered Agent

Thomas J. Kimpel

Address of Registered Agent

P.O. Box 3567

City

Evansville

Indiana

ZIP code

47734-3567

Address of Registered Office (*street or building*)

215 N.W. M.L. King, Jr.

City

Evansville

Indiana

ZIP code

47708

SECTION 2 Principal Office: The post office address of the principal office of the Corporation is:

Post office address

P.O. Box 3567

City

Evansville

Indiana

ZIP code

47734-3567

ARTICLE V - Membership

Indicate if corporation will have members:

Yes No

ARTICLE VI - Incorporator(s)

Name(s) and address(es) of the incorporator(s) is/are as follows:

Name	Number and Street or Building	City	State	ZIP code
Thomas J. Kimpel	215 N.W. M.L. King, Jr.	Evansville	IN	47708

ARTICLE VII - Distribution of Assets on Dissolution or Final Liquidation

Upon the dissolution of this Corporation, the disposition of all the assets of the Corporation shall be in a manner as provided by the Board and in accordance with the following:

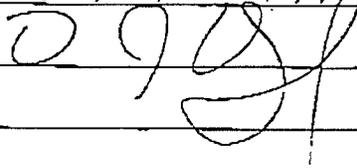
(a) The paying of or the making of provisions for the payment of all of the liabilities, direct or indirect, contingent or otherwise, including without limitation, all outstanding loan agreements, credit agreements, master indentures, etc.;

(b) All assets remaining after the payment of all of the liabilities of the Corporation shall be distributed to such organization(s) as the Board of Directors shall determine; provided, however, that such organization(s) has similar purposes as the Corporation and is exempt under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any future United States Internal Revenue Law; and

(c) Any other assets not so disposed of shall be disposed of in accordance with the laws of the State of Indiana so long as such assets are disposed of solely to such organization(s) which are organized and operated exclusively for charitable, educational, religious or scientific purposes.

THIS DOCUMENT MUST BE SIGNED BY ALL INCORPORATORS.

I (we) hereby verify, subject to penalties of perjury, that the facts contained herein are true. (Notarization not necessary)

Signature 	Printed name Thomas J. Kimpel
Signature	Printed name
Signature	Printed name
Signature	Printed name

This instrument was prepared by:

Amy E. Sundermeyer, Statham, Johnson & McCray

Address 215 N.W. M.L. King, Jr. Blvd., P.O. 3567	City Evansville	State IN	ZIP code 47734-3567
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