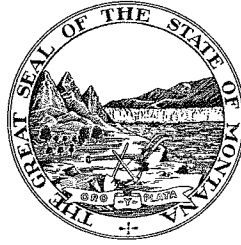


**SECRETARY OF STATE**  
**Linda McCulloch -- State of Montana**



Montana State Capitol  
PO Box 202801  
Helena, MT 59620-2801

CHRISTIAN P DIETRICH  
40 W LAWRENCE STE A  
HELENA MT 59601

**CERTIFICATE OF FILING**

I, LINDA McCULLOCH, Secretary of State of the State of Montana, do hereby certify that

**MERLIN MEDIATION, COUNSELING & CONSULT, INC.**

filed its ARTICLES OF INCORPORATION in this office and has fulfilled the applicable requirements set forth in law. By virtue of the authority vested in the office, I hereby issue this certificate evidencing filing effective on the date shown below. I wish you the best of luck with all your future endeavors as part of the Montana business community.

**Certified File Number:** D251548 - 1556167

**Dated:** August 1, 2014

**Effective Date:** July 31, 2014

The first Annual Report must be delivered to the Secretary of State between January 1 and April 15 of the year **following** the calendar year in which a Domestic or Foreign Corporation or Limited Liability Company was incorporated or authorized to transact business. Subsequent Annual Reports must be delivered to the Secretary of State between January 1 and April 15 each year thereafter.

A handwritten signature in cursive script that reads "Linda McCulloch".

Linda McCulloch  
Secretary of State



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1556167  
STATE OF MONTANA

FILED

JUL 31 2014 photo rd

SECRETARY OF STATE

**COPY**  
ARTICLES OF INCORPORATION  
of  
MERLIN MEDIATION, COUNSELING & CONSULT, INC.  
A Montana Nonprofit Corporation

ARTICLE I: NAME

The name of the corporation is Merlin Mediation, Counseling & Consult, Inc.

ARTICLE II: PURPOSE

The corporation is a public benefit corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The corporation is organized exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), 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 corresponding section of any future federal tax code.

ARTICLE III: TERM

The term of the corporation shall be perpetual, or until dissolved pursuant to the bylaws of the corporation.

ARTICLE IV: LIMITATIONS

**Private Benefit and Private Inurement.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 the purpose clause hereof.

**Political Activity.** 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.

**Charitable Purpose.** Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, 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 V: REGISTERED AGENT AND OFFICE

The registered agent of the corporation is Marisa Diaz-Waian. The street address of the registered

agent and principal office of the corporation is 1 Little Falcon Drive, Helena MT 59602. The mailing address of the registered agent and of the corporation is P.O. Box 1652, Helena MT 59624. Marisa Diaz-Waian accepts appointment as the registered agent of the corporation.

#### ARTICLE VI: DIRECTORS AND MEMBERS

The corporation will have no voting members. The management and affairs of the corporation will be at all times under the direction of a board of directors, whose operations in governing the corporation will be defined by statute and by the corporation's bylaws. No director will have any right, title, or interest in or to any property of the corporation.

#### ARTICLE VII: DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon the dissolution of the corporation, assets will be distributed by the board of directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or will be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of will be disposed of by a court of competent jurisdiction 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 determines, which are organized and operated exclusively for such purposes.

#### ARTICLE VIII: DEBT OBLIGATIONS AND PERSONAL LIABILITY

No officer or director of this corporation will be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor will any of the property of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### ARTICLE IX: INCORPORATOR

The incorporator of the corporation is Christian P. Dietrich. The mailing address of the incorporator is 40 W. Lawrence St., Suite A, Helena MT 59601. The undersigned incorporator certifies that he executes these Articles for the purposes herein stated, and that the statements made herein are true.

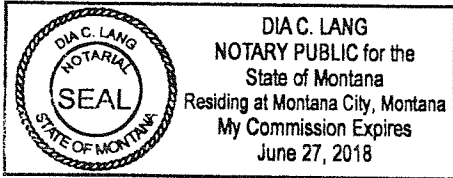
  
\_\_\_\_\_  
Christian P. Dietrich, Incorporator

Date: July 23, 2014

Subscribed to and sworn to before me this 23<sup>rd</sup> day of July, 2014,  
by Christian P. Dietrich as Incorporator of Merlin Mediation, Counseling & Consult, Inc.

*Dia C Lang*  
\_\_\_\_\_  
(Notary Signature)

(Notarial Seal)



~~NOTARY PUBLIC FOR THE STATE OF MT~~

~~Printed Name: \_\_\_\_\_~~

~~Residing in: \_\_\_\_\_~~

~~My Commission expires \_\_\_\_\_, 20\_\_~~