

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, April 6, 2000

This is to Certify that the certificate of incorporation of

VOCAL, Inc.

was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: April 6, 2000



State Corporation Commission

Attest:

Joel H. Cook
Clerk of the Commission

ARTICLES OF INCORPORATION
OF
VOCAL, INC.

We hereby associate to form a non-stock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and to that end set forth the following:

1. The name of the corporation is: **VOCAL, Inc.**

2. The Corporation is organized exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. More specifically, The Corporation is organized and operated not for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any director or officer, or any private individual (except that reasonable compensation may be paid for services rendered to the Corporation). The Corporation shall be operated exclusively for the promotion of the common good and general welfare of the people of the community. Subject to the foregoing provisions and in furtherance of its express purposes, the Corporation has the following specific objectives:

(a) To develop a diverse statewide coalition of consumers united to provide a voice for individual empowerment and to foster a consumer-driven mental health system.

(b) To do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, or desirable for the attainment of any or all of the purposes for which the Corporation is organized.

3. The Corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity that would (1) prevent it from obtaining exemption from federal income taxation as a corporation described in 501(c)(3) of the Internal Revenue Code of 1986, or (2) cause it to lose such exempt status.

4. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation nor shall it in any manner or to any extent participate in or intervene in, (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under the applicable federal, state or local laws.

5. References to provisions of the Internal Revenue Code of 1986 shall be deemed to include corresponding provisions of any statutes which succeed such provisions.

6. The Corporation shall indemnify, to the fullest extent permitted and required by the Virginia Nonstock Corporation Act, as such Act exists now or may hereafter be amended, its Directors, Officers and employees who are made a party to any proceeding by reason of their office for acts or omissions performed in their official capacity.

7. There shall be no liability for the acts or omissions of any Officer or Director of the Corporation in any proceeding brought by or in the right of the Corporation, unless otherwise provided by the laws of the Commonwealth of Virginia, arising out of any single transaction, occurrence, or course of conduct, pursuant to Section 13.1-870.1 of the Code of Virginia, as may be amended from time to time.

8. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code, or 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 the Circuit 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, which are organized and operated exclusively for such purposes.

9. The Corporation shall have members. Membership shall be open to all individuals who subscribe to the principles and purposes of the Corporation and who meet such other membership requirements as may be set forth in the by-laws. The class or classes of members, the designation of such class or classes, and the qualifications and rights of each class shall be as set forth in the by-laws of the Corporation, as permitted pursuant to Sections 13.1-819 and 13.1-837 of the Code of Virginia, as amended.

10. The business and affairs of the Corporation shall be managed and directed by a Board of Directors, which shall be comprised of not fewer than three (3) nor more than seventeen (17) Directors. The duties of the Directors and the manner in which the Directors shall be elected by the members shall be as set forth in the by-laws.

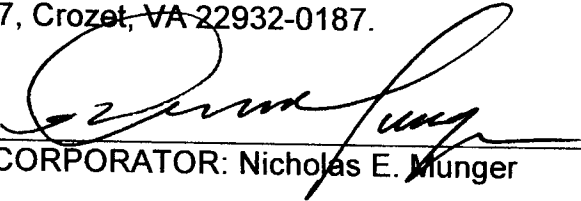
11. The Initial Directors, together with their mailing addresses, are as follows:

Patrick Bruckart
4208 Whitford Court
Glen Allen, VA 23060

Cynthia Power
107 Elkhorn Road
Charlottesville, VA 22903

Roberta H. Cook
2779 Grayson Tpk.
Wytheville, VA 24382

12. The address of the initial registered office of the Corporation is 1186 Crozet Avenue, P.O. Box 187, Crozet, VA 22932. The name of the County in which the initial registered office is located is Albemarle County, Virginia. The name of its initial registered agent is Nicholas E. Munger, who is a resident of the State of Virginia, a member of the Virginia State Bar (VSB ID# 15525) and whose business address is 1186 Crozet Avenue, P.O. Box 187, Crozet, VA 22932-0187.


INCORPORATOR: Nicholas E. Munger

DATE: April 3, 2000