CERTIFICATE OF INCORPORATION

OF

PEOPLE'S PLACE, INC.

FIRST. The name of this corporation is PEOPLE'S PLACE, INC.

SECOND. The address of the corporation's registered office in the State of Delaware is 1129 Airport Road, Milford, County of Kent. The name of its registered agent at such address is the corporation itself.

THIRD. The purpose of the corporation shall be to identify the social and mental health needs of Delaware residents and facilitate the provision of services to address those and to engage in and limit itself to such or similar of the above charitable activities as will fully qualify the corporation for tax-exempt status under Section 501(c)(3), of the Internal Revenue Code.

FOURTH. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or directors, 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 purpose of the corporation as set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or other-wise 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. Notwithstanding any other provision of these articles, this 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 of 1954, or corresponding provisions of any subsequent Federal tax laws or (1,) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws.

FIFTH. The corporation shall distribute its income for each taxable year at such time and in such manner as to not become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

SIXTH. The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

SEVENTH. The corporation shall not retain any excess business holdings as defined in Section 4942(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

EIGHTH. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

NINTH. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

TENTH. Upon dissolution of the corporation, its remaining assets, if any, shall after paying or making provision for payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws, as the board of directors shall determine. The board of directors may choose to form a trust upon dissolution of the corporation as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Chancery of the State of Delaware in which the registered office

of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ELEVENTH. The activities and affairs of the corporation shall be managed by a board of directors. The number of directors which shall constitute the whole board shall be such as from time to time shall be fixed by, or in the manner provided in, the By-Laws, but in no case shall the number be less than five. The directors need not be members of the corporation unless so required by the By-Laws. The board of directors shall be elected by the members as the By-Laws may provide. The By-Laws shall specify the number of directors necessary to constitute a quorum. The board of directors may, by resolution or resolutions, passed by a majority of the whole board, designate one or more committees, which to the extent provided in said resolution or resolutions or in the By-Laws of the corporation shall have and may exercise all the powers of the board of directors in the management of the activities and affairs of the corporation and may have power to authorize: the seal of the corporation to be affixed to all papers which may require it; and such committee. or committees shall have such name or names as may be stated in the By-Laws of the corporation or may be determined from time to time by resolution adopted by the board of directors. The directors of the corporation may, if the By-Laws so provide, be classified as to term of office. The corporation may elect such officers as the By-Laws may specify, who shall, subject to the provision of the statute, have such titles and exercise such duties as the By-Laws may provide. The board of directors is expressly authorized to make, alter or repeal the By-Laws of this corporation. ELEVENTH. The activities and affairs of the corporation shall be managed by

TWELFTH:. The corporation shall not have any capital stock, and the conditions of membership shall be stated in the By-Laws.

THIRTEENTH. The name and mailing address of the incorporator is Michael J. Rich, Esquire, 6 West Market Street, Georgetown, Delaware, 19947.

FOURTEENTH. The corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereinafter prescribed by the Statute, and all rights conferred upon members herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have set my hand hereunto this day of November, 1976.

IN THE PRESENCE OF:

SEAL

Michael J./Rich

STATE OF DELAWARE: COUNTY OF SUSSEX:

BE IT REMEMBERED, that on this 30th day of November, A.D. 1976, personally came before me, a Notary Public for the State and County aforesaid, MICHAEL J. RICH, the party to the foregoing Certificate of Incorporation, known to me personally to be such, and acknowledged the said Certificate to be the act and deed of the signer and that the facts stated therein are true.