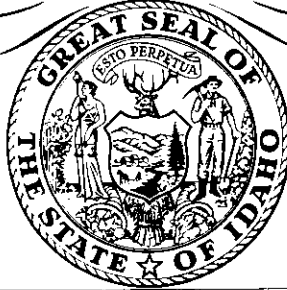


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

HILLCREST HAVEN, INC.

was filed in the office of the Secretary of State on the **Eleventh** day
of **October,** A.D. One Thousand Nine Hundred **Sixty-one** and
duly recorded on Film No. **114** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
perpetual existence from the date hereof, with its registered office in this State located at

Alameda

in the County of

Bannock

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **11th** day of **October**,
A.D., 19 **61**

Secretary of State.

ARTICLES OF INCORPORATION

of

HILLCREST HAVEN, INC.

* * * * *

KNOW ALL MEN BY THESE PRESENTS, That we, GUY E. MILLER,
full-age
HALO N. MILLER, ROBERT E. DUNTON and ESTHER E. DUNTON, all/citizens
of the United States, do hereby associate ourselves together for the
purpose of forming a private corporation under the laws of the State
of Idaho, and do hereby adopt the following

ARTICLES OF INCORPORATION

ARTICLE I.

The name of the corporation and by which it shall be
known is HILLCREST HAVEN, INC.

ARTICLE II.

The duration of this corporation shall be perpetual.

ARTICLE III.

The location and business post office address of the
corporation shall be at the corner of Ruby and Renee Streets,
Alameda, Idaho.

ARTICLE IV.

The total authorized capital stock of this corporation
shall be Fifty Thousand and no/100ths (\$50,000.00) Dollars, divided
into Five Thousand (5,000) shares of the par value of Ten and no/100
(\$10.00) Dollars each, each of said shares to be common voting stock
and non-assessable.

ARTICLE V.

The enterprise, business and pursuit in which this corporation proposes to engage is to build, equip, maintain and operate a nursing and rest home, and in order to attain the objects for which said corporation is formed and to carry on the business and enterprise proposed, said corporation shall have the following specific powers:

(1) To buy, sell, deal in, build, equip, maintain and operate a nursing and rest home.

(2) To purchase or otherwise acquire, so far as permitted by law, the whole or any part of the undertaking and business of any person, firm or corporation engaged in a business of the same general character as that for which this corporation is organized, and the property and liabilities, including the good will, assets and stock in trade thereof, and to pay for the same either in cash or in shares, or partly in cash and partly in shares.

(3) To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage, or otherwise dispose of and deal in lands, and leaseholds, and any interest, estate and rights in real property and any personal or mixed property, and any franchises, rights, business or privileges necessary, convenient and appropriate for any of the purposes herein expressed.

(4) To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtednesses of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, except as may be prohibited by statute, and to secure the same by mortgage, pledge or otherwise, and generally to make and perform agreements and contracts of every kind and description.

(5) To buy, sell, pledge, own or otherwise deal with the capital stock of this corporation in accordance with the laws of the State of Idaho.

(6) To conduct and carry on its business, or any part thereof, and to have one or more offices, and to exercise all or any of its corporate powers and rights in the State of Idaho, and in the various states, territories, colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign countries or country.

(7) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms or individuals, and to do every act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof: Provided the same be not inconsistent with the laws under which this corporation is organized.

ARTICLE VI.

The number of Directors of this corporation shall be not less than four (4). The number, qualifications, terms of office, manner of election, time and place of meeting, and the powers and duties of the Directors shall be such as are prescribed by the By-Laws of the Corporation. The names and post office addresses of the first directors of said corporation and who shall manage the affairs of the said corporation until October 1, 1962, unless removed and their successor or successors duly elected and qualified, as provided by law and the By-Laws of this corporation shall be as follows:

<u>Name</u>	<u>Post Office Address</u>
Guy E. Miller	201 Sunny Drive, College Place, Wash.
Halo N. Miller	201 Sunny Drive, College Place, Washington
Robert E. Dunton	P. O. Box 227, Pocatello, Idaho
Esther E. Dunton	P. O. Box 227, Pocatello, Idaho

ARTICLE VII.

The post office address of each of the incorporators
named herein is as follows:

<u>Name</u>	<u>Post Office Address</u>
Guy E. Miller	201 Sunny Drive, College Place, Washington
Halo N. Miller	201 Sunny Drive, College Place, Washington
Robert E. Dunton	P. O. Box 227, Pocatello, Idaho
Esther E. Dunton	P. O. Box 227, Pocatello, Idaho

Each of the above named incorporators has subscribed for at least one
(1) share of the capital stock of this corporation.


IN WITNESS WHEREOF, the incorporators have hereunto set
their hands and seals to this instrument on this 10 day of
October, 1961.

Guy E. Miller (SEAL)
Halo N. Miller (SEAL)
Robert E. Dunton (SEAL)
Esther E. Dunton (SEAL)

STATE OF WASHINGTON)
) SS.
County of Walla Walla)

THIS IS TO CERTIFY THAT on this 12 day of October, 1961, there appeared personally before me GUY E. MILLER and HALO N. MILLER and ROBERT E. DUNTON and ESTHER E. DUNTON, to me personally known to be the persons described in and who executed the foregoing Articles of Incorporation, and they, and each of them, did acknowledge and declare to me that they executed the same freely and voluntarily for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in quadruplicate the day and year first above written.



Notary Public in and for the State
of Washington, residing at Walla
Walla.