



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

CENTRAL IDAHO ELDERLY HOUSING ASSOCIATION, INC.

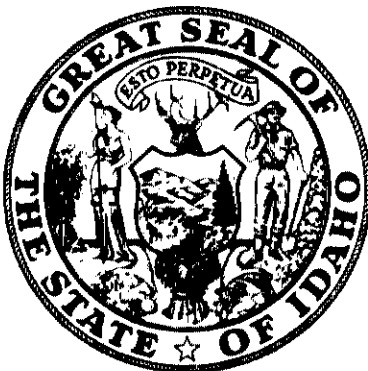
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

CENTRAL IDAHO ELDERLY HOUSING ASSOCIATION, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated July 17, 19 91.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zabala
Corporation Clerk

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ARTICLES OF INCORPORATION RECEIVED
OF SEC. OF STATE
CENTRAL IDAHO ELDERLY HOUSING ASSOCIATION, INC.
AN IDAHO NON PROFIT CORPORATION

We, the undersigned residents of the State of Idaho, being over the age of majority, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the statutes of the State of Idaho.

ARTICLE ONE

NAME

The Name of the corporation shall be Central Idaho Elderly Housing Association, Inc.

ARTICLE TWO

NONPROFIT CORPORATION

This corporation is not organized for a pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director, or individual. The corporation may reimburse any member, director or individual for expenses incurred on behalf of the corporation and may pay reasonable compensation for services rendered to the corporation. The balance, if any, of all money received by the corporation from its operations, after the payment in full of all debts and obligations of the corporation of whatever kind or nature, shall be used and distributed exclusively for charitable, scientific, and education purposes.

ARTICLE THREE

DURATION OF CORPORATION

The period of duration of this nonprofit corporation shall be perpetual.

ARTICLE FOUR

PURPOSE CLAUSE

The business and purpose of this corporation shall be

1. The corporation is organized exclusively for

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charitable, educational, and literary purposes;

2. The corporation shall establish, assist and monitor the needs of Elders in Central Idaho;

3. The corporation shall establish and operate or contract with other to establish and operate, for the benefit of the elderly in Central Idaho, such facilities as are necessary and convenient for housing, community centers, clubrooms, reading rooms, and educational and recreational facilities, and to acquire other properties and to construct buildings for such purposes; to engage in any and all types of activities not prohibited by law which shall promote and foster better housing for the elderly, and which shall promote and foster educational, recreational, physical, and social activities of its members and the elderly that they may acquire knowledge and understanding of others; to engage in such activities as shall raise the standards of civic morality and community welfare through educational, recreational, and social facilities; and to disseminate such knowledge as shall be useful for its members and the elderly in their work and retirement; and

4. To develop and administer programs for the elderly, dealing with rehabilitation, welfare, and health, in order to assist them in adjusting themselves to their environment; to train them in vocations and advocations; to aid them in all their activities; and to be of assistance in solving their particular problems.

ARTICLE FIVE

MEMBERSHIP AND ELECTION OF DIRECTORS

The conditions of membership in this corporation are as follows:

1. Assessments may be levied upon the members by the board of directors in equal amounts, as provided in the bylaws of this corporation.

2. Membership shall be available to all persons who are willing to further the aims of the corporation. There shall be two classes of memberships. Active memberships shall be available to those willing to devote their time and efforts to the corporate goals in accordance with the requirements of the bylaws. Patron memberships shall be available to those desiring only to contribute funds or property to the corporation.

The directors are to be elected by the active members at

FRANK T. ELAM
ATTORNEY AND COUNSELOR AT LAW
203 E. LAKE ST., SUITE 9
P.O. BOX 4P MCCALL, IDAHO 83638
PHONE (208) 634-2200 FAX (208) 634-2201

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the annual meeting of the membership.

ARTICLE SIX

MANAGEMENT

The management of the corporate affairs is vested in the board of directors of this corporation.

ARTICLE SEVEN

PROHIBITED ACTIVITIES

Notwithstanding any other provision of these articles, the 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 the corresponding provision of any future United States Internal Revenue Law or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE EIGHT

REGISTERED OFFICE

The address of its initial registered office in the State of Idaho is Post Office Box 4341, City of McCall, County of Valley, and the name of the initial registered agent at such address is Harriet E. Clark.

ARTICLE NINE

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is nine. The number of directors shall be set by the bylaws of this corporation. The names and address of the persons who are to serve as the initial directors are:

Ronald L. Matthews
15926 Sunburst Drive
Caldwell, Idaho 83605

Harriet E. Clark
Post Office Box 4341
McCall, Idaho 83638

FRANK T. ELAM
ATTORNEY AND COUNSELOR AT LAW
203 E. LAKE ST., SUITE 9
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LaNora K. Dorsey
15926 Sunburst Drive
Caldwell, Idaho 83605

Richard Matthews
12075 Shady Lane
Middleton, Idaho 83644

Edith Matthews
12075 Shady Lane
Middleton, Idaho 83644

Arlene Clark
Post Office Box 117
McCall, Idaho 83638

JoElla Bollar
Post Office Box 1348
McCall, Idaho 83638

Virginia Kirby
Post Office Box 341
McCall, Idaho 83638

Elsie Miller
Donnelly, Idaho 83615

ARTICLE TEN

INCORPORATORS

The name and street address of each incorporator is:

Ronald L. Matthews
15926 Sunburst Drive
Caldwell, Idaho 83605

Harriet E. Clark
Post Office Box 4341
McCall, Idaho 83638

LaNora K. Dorsey
15926 Sunburst Drive
Caldwell, Idaho 83605

ARTICLE ELEVEN

AMENDMENT

FRANK T. ELAM
ATTORNEY AND COUNSELOR AT LAW
203 E. LAKE ST. SUITE 9
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These articles may be amended in the manner provided by statute at the time of amendment.


ARTICLE TWELVE

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation shall indemnify any and all of its directors or officers, or former directors or officers, against expenses actually and necessarily incurred by them or any of them, in connection with the defense of any action, suit, or proceeding to which they or any of them, are made parties or a party by reason of being or having been directors or officers of this corporation except; in relation to matters as to which any director or officer shall be adjudged in any such action, suit or proceedings to be liable for any act of gross negligence or willful misconduct or breach of fiduciary obligation in performance of duty.

IN WITNESS WHEREOF, we have hereunto set our hands this 28th day of June, 1991.


Ronald L. Matthews


Harriet E. Clark


LaNora K. Dorsey