



**CERTIFICATE OF INCORPORATION  
OF**

**BAR "K" LAND COMPANY, 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 the above named corporation, duly signed pursuant to the provisions of the Idaho Business 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: June 16, 1987



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Sandra M. Hawley*

ARTICLES OF INCORPORATION  
OF

BAR "K" LAND COMPANY, INC.

RECEIVED  
SEC. OF STATE

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KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, being a natural person of legal age, and being a citizen of the United States, in order to form a corporation for the purposes hereinafter stated pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

FIRST:

The name of the corporation is BAR "K" LAND COMPANY, INC.

SECOND:

The purposes for which said corporation is formed are: to engage in the ownership, development, construction and operation of multi-family residential retirement facilities and associated real estate, together with all related business activities and the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

THIRD:

The location and mailing address of the registered office of the corporation is 2517 17th Street, P.O. Box 677, Lewiston, Idaho 83501. The initial registered agent is Jack

ARTICLES OF INCORPORATION

FOURTH:

(b) Total authorized number of par value preferred shares is ten thousand (10,000) shares of preferred, non-voting stock of the par value of One Dollar (\$1.00) per share; aggregate par value, ten thousand Dollars (\$10,000.00). The issue of preferred stock shall be preferred over common stock; said preferred stock shall be convertible to common stock at shareholder's election. Said preferred stock may be divided into and issued in series in accordance with Idaho Code 30-1-16. The Board of Directors of the corporation shall have limited authority to guarantee dividends or other return on said preferred stock. No other class or category of special issue or preferred stock is authorized.

The name and post office address of the initial direct-  
is as follows:

Ronald L. Knutson

2637 #1 Canyon Road

Wenatchee, Washington 98801

SIXTH:

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

SEVENTH:

The initial board of directors, to serve until the first meeting of shareholders, shall consist of one (1) director, namely: Ronald L. Knutson, whose address is set forth in paragraph Fifth above, thereafter, the number of directors shall be established by the Bylaws of the corporation to be adopted by the shareholders at the first meeting of shareholders. Any vacancy occurring in the board of directors will be filled in accordance with the terms and provisions of the corporation's Bylaws. On failure or inability of the board to elect a special meeting of the stockholders shall be called to fill the vacancy.

EIGHTH:

The existence of this corporation is to be perpetual.

NINTH:

The director shall have the power to make and to alter or amend the Bylaws, to fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens without limit as to the amount upon the property and franchise of this corporation.

TENTH:

This corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any bylaw, agreement, vote of stockholders, or otherwise.

THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Idaho, does make, file and record this certificate and does hereby certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Lewiston, Idaho, this 12<sup>th</sup> day of June, 1987.

  
RONALD L. KNUTSON

STATE OF IDAHO                    )  
                                      : ss  
County of Nez Perce            )

BE IT REMEMBERED that on this 12<sup>th</sup> day of June, 1987, personally appeared before me Ronald L. Knutson, party to the foregoing certificate of incorporation, known to me personally to be such, and I have first made known to him the contents of said certificate, and he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, and he deposes that the facts therein stated were truly set forth.

Given under my hand and seal of office the day and year hereinabove first written.

(Seal)

Bucky L. Curtis  
NOTARY PUBLIC in and for said State  
Residing at Lewiston, therein.

My Commission expires: 6/91