

**FILED**  
99 JAN -7 AM 8:51  
SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF  
A FULL LIFE AGENCY, INC.**

IDAHO SECRETARY OF STATE  
01/07/1999 09:00  
CX: 7454 CT: 3544 MI: 176482  
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I, the undersigned, to form a Corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

I

The name of the Corporation is A FULL LIFE AGENCY, INC., a profit corporation.

II

The period of its duration is perpetual.

III

The purpose or purposes for which the Corporation is organized is to provide certified nurses aid service in people homes and for the transaction of any or all lawful business for which Corporations may be incorporated under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code.

IV

The aggregate number of shares which the Corporation shall have the authority to issue is ONE HUNDRED THOUSAND (100,000) shares, all of one class, ONE DOLLAR (\$1.00) par value.

V

The address of the initial registered office of the Corporation and the initial registered agent at such address is:

REGISTERED AGENT

REGISTERED ADDRESS

Don Gross

1536 Vernon  
Rathdrum, Idaho 83858

VI

The name and address of the Incorporator herein and of the persons who shall serve as initial directors until the first annual meeting of the shareholders is:

1 - ARTICLES OF INCORPORATION OF A FULL LIFE AGENCY, INC.

ORIGINAL

INCORPORATOR

ADDRESS

Don Gross

P.O. Box 3280  
Post Falls, Idaho 83877

BOARD OF DIRECTORS

ADDRESS

Don Gross

P.O. Box 3280  
Post Falls, Idaho 83877

Sandra Gross

P.O. Box 3280  
Post Falls, Idaho 83877

VII

The stock of the Corporation shall be non-assessable common stock.

VIII

The selection process for Board members, as well as their terms, removal and duties shall be provided for in the ByLaws of the Corporation.

IX

A director shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that a director shall be liable for the following:

a. For any breach of the director's duty of loyalty to the Corporation or to its stockholders.

b. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

c. For acts or omissions which involve director liability as provided in Idaho Code Section 30-1-48, which states that a director shall be liable under the following circumstances:

1. If the director votes for or assents to the declaration of any dividend or other distribution of the assets of a Corporation to its shareholders contrary to the provisions of the Idaho General Business Corporations Act.

