

**Articles of Incorporation
(Non-Profit) of
Valley Vista Charitable Foundation, Inc.**

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned, in order to form a Non-Profit Corporation under the provision of Title 30, Chapter 3, Idaho Code, submits the following Articles of Incorporation to the Secretary of State.

Article I. Name

The name of the Corporation shall be: Valley Vista Charitable Foundation, Inc.

Article II. Purposes

The purpose for which the Corporation is organized is as follows:

- A. To exclusively pursue charitable, religious, educational and scientific purposes permitted under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and
- B. To operate exclusively for the benefit of, and to perform the functions of or carry out the purposes of, Valley Vista Care Corporation, a charitable organization as defined in Section 501(a)(2) of the Internal Revenue Code that is located in St. Maries, Idaho, and
- C. To advance, promote, sponsor and carry on charitable, religious, educational and scientific activities and objectives for Valley Vista Care Corporation, in a manner consistent with the purposes set forth in the governing instruments of Valley Vista Care Corporation, the controlling IRC 501(a)(2) organization, and consistent with the lawful purposes of the Idaho Non-Profit Corporation Act, and
- D. To lease or procure office space, material and any equipment needed to carry out any of the purposes of the Corporation, and to hire or retain any personnel required to meet the purposes of the Corporation, and
- E. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including but not limited to, the power to receive gifts, devises and bequests, and to accept donations of money, property or any other thing of value, and to use such funds or donations, the income from such funds or donations, or the proceeds from donations to carry out the Corporation's purpose as a supporting organization for Valley Vista Care Corporation. Nothing contained herein shall be

deemed to authorize or permit the Corporation to carry on any business for profit, or to do any act that a corporation formed under the Idaho Non-Profit Corporation Act, or any amendment thereto or substitution therefore, may not at that time lawfully carry on, and

F. To assure that no part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person, except that the Corporation shall be empowered and authorized to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article II of these Articles of Incorporation. No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda or otherwise 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 of Incorporation, the Corporation shall not carry on any 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article III. Registered Office and Agent

The street address of the Corporation's initial registered office is located at 820 Elm Street, St. Maries, Idaho 83861.

The registered agent at such address is: Leslie Hiebert

Article IV. Board of Directors

The Board of Directors shall consist of no fewer than three (3) people, and no more than fifteen (15) people, as determined by the Board of Directors. Directors shall be selected by the existing Directors of the Corporation in the manner and for the term provided for in the By-laws of the Corporation. The affairs of the Corporation will be managed by its Board of Directors.

The names and addresses of the initial Directors, whose terms of office shall continue until their successor are duly elected and qualified in accordance with the By-laws of this corporation are:

Bill Cowin
1022 Park Drive
St. Maries, ID 83861

Leslie Hiebert
69212 Martingale
Sisters, OR 97759

Kay Miller
1 J Lane
St. Maries, ID 83861

John Thomson
1118 4th Street
St. Maries, ID 83861

Jean Dohrman
59510 S. Hwy 97
St. Maries, ID 83861

Gary Young
West 85 Shady Lane
Worley, ID 83876

Peg Carver
2301 Cromwell Drive
St. Maries, ID 83861

Wayne Foxworth
352 Ahns Loop
St. Maries, ID 83861

Article V. Incorporator

The name and address of the incorporator is:

Sandy Kennelly
1780 Shepherd Road
St. Maries, ID 83861

Article VI. Mailing Address

The mailing address of the Corporation shall be:

820 Elm Street
St. Maries, ID 83861

Article VII. Membership

The Corporation does not have voting members.

Article VIII. By-laws

The Board of Directors of this Corporation shall have the sole power to adopt, alter, amend or repeal the By-laws of this Corporation. The By-laws may contain any provision for the regulation and management of the affairs of the Corporation that are not inconsistent with the law or the Articles of Incorporation.

Article IX. Amendments

These Articles of Incorporation may be amended at any properly noticed special meeting or regular meeting of the Board of Directors, upon the majority vote of the Directors duly elected and serving at that time.

Article X. Dissolution

The dissolution of this Corporation shall be conducted in accordance with and governed by the provision of the Idaho Code as now or hereafter specified, with the precise details to be specified in the By-laws of the Corporation. Upon dissolution of this corporation, its assets shall be distributed to and only to Valley Vista Care Corporation. If at such time Valley Vista Care Corporation has lost its federal income tax exempt status or otherwise dissolved or abandoned its operations, the Board of Directors shall direct the remaining assets of this Corporation to be distributed to one or more tax exempt organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code who are engaged in operating and maintaining a Christian health care organization for the elderly and disabled, and whose purposes are otherwise consistent with those set forth in the governing instrument of Valley Vista Care Corporation.

Article XI. Period of Duration

The period of duration of the Corporation is perpetual.

Article XII. Nonprofit Status

The Corporation is not for profit.

Signatures of all incorporators:


Sandy Kennelly

Date: 12-31-2008