



Department of State.

**CERTIFICATE OF AMENDMENT
OF**

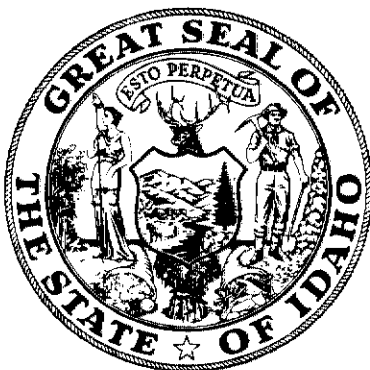
HEALTH WEST, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of HEALTH WEST, INC.

duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated February 8, 19 84.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
HEALTH WEST, INCORPORATED
A NONPROFIT CORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned President and Secretary of Health West, Incorporated a nonprofit corporation, citizens and residents of the State of Idaho and the United States of America, over the age of twenty-one (21), do hereby certify that a special meeting of the members and board of directors of Health West, Incorporated, was duly called upon notice for the special purpose of amending the Articles of Incorporation of Health West, Incorporated. This special meeting of the members and board of directors of Health West, Incorporated was held at the South Park Group Home on January 25, 1984, and a majority of the members and board of directors of the corporation were present at such meeting and by unanimous vote of the members and board of directors present at such meeting there were adopted a resolution to amend the entire Articles of Incorporation of Health West Incorporated in order to streamline and simplify the Articles of Incorporation of Health West, Incorporated and to conform said Articles of Incorporation with the Idaho Nonprofit Corporation Act (Title 30, Chapter 3, Idaho Code §§30-301 to 30-322) and all laws amendatory supplementary, as follows:

ARTICLE I

Name of Corporation

The name of this corporation shall be and is: Health West, Incorporated. (No change from previous Articles of Incorporation Article I.)

ARTICLE II

Nonprofit Status

The corporation is a nonprofit corporation under the Idaho Nonprofit Corporation Act (Title 30, Chapter 3, Idaho Code §§30-301 to 30-322).

This corporation is not organized for pecuniary profit. This corporation shall not have the power to issue certificates of stock or declare dividends; no part of the net earnings or assets (if any) of the corporation shall inure to the benefit of, be distributable to, nor shall dividends be paid to, any member, director, officer, or any other private person at any time whatsoever. Provided that, the corporation shall have the power to pay reasonable compensation for services rendered and to make payments and distribution in accordance with the corporate purposes set forth in Article IV (below).

No part of the activities of the corporation shall be 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, 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 (of 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 provisions of any future United States Internal Revenue Law).

(Amends previous Articles of Incorporation, Articles II, IX and others, to be consistent with the new law but provides no change from the previous Articles of Incorporation in providing that Health West Incorporated shall be a non-profit, tax exempt organization).

ARTICLE III

Duration

The period of the duration of this corporation is unlimited and of perpetual duration.

(No change from previous Articles of Incorporation Article IV.)

ARTICLE IV

Purposes

The purposes for which the corporation is organized are:

A. Specific and Primary Purposes

Section One. To obtain, hire, and contract with competent licensed medical doctors and other personnel to provide medical services and medical education services.

Section Two. To obtain, hire, and contract with competent licensed medical doctors and other personnel to provide medical services for disadvantaged persons and/or persons in rural areas and/or medically underserved persons.

Section Three. The promotion, through, among others, charitable and benevolent purposes, of the Social Welfare of disadvantaged persons by obtaining, hiring and contracting with competent licensed medical doctors and other personnel to provide free or low cost medical services for persons otherwise unable to obtain said medical services on the open market or who require specialized medical services to meet their particular needs.

Section Four. To obtain, hire, and contract with competent licensed medical doctors and other personnel to provide medical, treatment, supervisory, housing, daily-living and any other services for developmentally and mentally disabled persons.

Section Five. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons, organizations (of any kind or nature) such as corporations, firms, associations, trusts, institutions, foundations or government bureaus, departments and agencies.

B. In furtherance of, but not in limitation of, the foregoing purposes, the corporation shall have the following general purposes and powers.

Section One. To acquire, purchase, construct, own, hold, invest in, lease, manage, develop, maintain, rehabilitate, improve, sell, lease, exchange or otherwise dispose of and deal in real or personal property, whether improved or unimproved, and any interest therein, of every kind and description.

Section Two. To borrow money and execute such evidence of indebtedness and such contracts, agreements, mortgages, deeds, leases, assignments, conveyances, security agreement or other instruments as may be necessary.

Section Three. To develop and administer programs for developmentally or mentally disabled people, dealing with rehabilitation, welfare and health, in order to assist them in adjusting themselves to their environment; to train them in vocations and avocations; to aid them in all their activities; and to be of assistance in solving their particular problems.

Section Four. To do any lawful act or thing necessary or proper to carry out the foregoing purposes and powers. To exercise all other rights and powers conferred upon Nonprofit Corporations formed under the general Nonprofit Corporation Act and (consistent with the above) the Idaho Business Corporation Act of the State of Idaho.

Section Five. Provided, however, that the corporation shall not engage in any activity whatsoever, including those mentioned above, that are not in furtherance of the charitable purpose of the corporation. Further, all the foregoing purposes and powers shall be exercised exclusively for charitable purposes and in such manner that the corporation shall qualify as a tax exempt organization under the Internal Revenue Code of the United States of America and applicable Idaho State Tax Statutes, including Internal Revenue Code §501(c)(3), as they are currently or shall hereinafter be in force and effect.

(Amended Articles II, III and VIII to include broader functions and powers of Health West to be consistent with present practice and to specify those powers though the existing powers in the Articles is preserved.)

ARTICLE V

Membership

The corporation is to have members. The number, classifications, qualifications, powers, duties, amount of assessments (which are hereby authorized), meetings, voting, and other provisions as to the members shall be prescribed by the Board of Directors and recorded in the AMENDED BYLAWS of the Corporation.

(Amends previous Articles VII, XI, and others, to provide that the corporation shall have members, but that the corporation shall be governed by the Board of Directors.)

ARTICLE VI

Street Address of Office and Agent

The street address of the registered office of the corporation is:

Charles Johnson, III
Johnson Olson Robison, Chartered
303 Spaulding Building
P. O. Box 1725
Pocatello, Idaho 83204

The name of the corporation's initial registered agent at this address is: Charles Johnson, III.

(Amendment to Article V of old Articles.)

ARTICLE VII

Management of Corporation by Directors

Section One. The management of all the affairs and business of the Corporation shall be vested in the Board of Directors.

Section Two. The number, classification, qualifications, powers, duties, terms of office, manner of election, and times and places for (and quorum at) meetings of the Board of Directors shall be prescribed by the Board of Directors and recorded in the BYLAWS of the Corporation.

Section Three. The Board of Directors may allow any and all persons or committees of such persons, whether or not directors, that they desire to attend meetings and otherwise assist in the management of the corporation.

Section Four. The Board of Directors may adopt Bylaws by a two-third vote that will further the purposes of the Corporation as established in Article IV.

Section Five. These Articles of Incorporation, and the Bylaws of the Corporation, may be AMENDED by a two-third vote of the Board of Directors present at a special meeting called for that purpose.

Section Six. All regular actions by the corporation shall be decided upon by a MAJORITY VOTE of the Board of

Directors and placed in Records of the Corporation in the form of a RESOLUTION. Provided, that any major decisions, as defined in the by laws or by resolution, shall be by a two-third vote of the board of directors present at a special meeting called for that purpose.

Section Seven. The OFFICERS of the corporation shall be designated, named, elected, or appointed in a manner to be prescribed in the Bylaws of the corporation.

(Amends Articles VI, XIII and other Articles to provide that the corporation shall be managed by the Board of Directors, as specified in the By-laws.)

ARTICLE VIII

Termination of Corporation

Health West, Incorporated, may be terminated and dissolved and will cease to exist upon a two-third vote of the members, at a special meeting with written notice of such proposed termination of the corporation to each member.

Upon termination and dissolution, the balance (if any) of money received by the corporation from operations, after payment in full of all operating expenses, debts and obligations of the corporation of whatever kind or nature, shall be used only for purposes consistent with Articles II and IV above.

(No change from previous Article X of the Articles of Incorporation.)

ARTICLE IX

Indemnification and Insurance for Directors


The Board of Directors shall establish insurance to ensure indemnification of any person (and the heirs, executor and administrators of such person) made or threatened to be

made a party to any action, suit or proceeding by reason of the fact that such person is or was a Director or officer of the corporation, as they deem necessary, in the Bylaws of the corporation; except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that the Director is liable for gross negligence or intentional misconduct.

(New provision to protect Board of Directors.)

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IN WITNESS WHEREOF, Linda Hatzenbuehler acknowledges that she is a resident of the State of Idaho and is the chairman of the Board of Directors of Health West, Incorporated.


Linda Hatzenbuehler

IN WITNESS WHEREOF, Gale Corsini acknowledges that she is a resident of the State of Idaho and is the Secretary of the Board of Directors of Health West, Incorporated.


Gale Corsini

STATE OF IDAHO)
 : ss
County of Bannock)

I, William J. Meyer, a Notary Public,
do hereby certify that on this 25th day of January, 1984,
personally appeared before me LINDA HATZENBUEHLER, who, being
first duly sworn, declared that she is the President and
Chairman of the Board of Directors of Health West,
Incorporated, and acknowledged to me that she executed the
foregoing document as President of such corporation, and that
the statements therein contained are true.

(SEAL)

William J. Meyer
NOTARY PUBLIC FOR IDAHO
Residing at Pocatello, Idaho

STATE OF IDAHO)
 : ss
County of Bannock)

I, William J. Meyer, a Notary Public,
do hereby certify that on this 25th day of January, 1984,
personally appeared before me GALE CORSINI, who, being first
duly sworn, declared that she is the Secretary of Health West,
Incorporated, and acknowledged to me that she executed the
foregoing document as Secretary of such corporation, and that
the statements therein contained are true.

(SEAL)

William J. Meyer
NOTARY PUBLIC FOR IDAHO
Residing at Pocatello, Idaho