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# State of Idaho

## Department of State

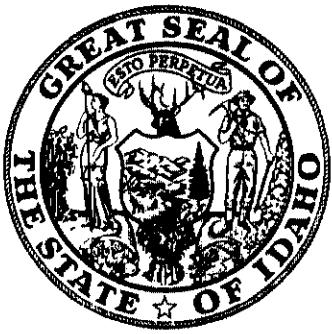
### CERTIFICATE OF INCORPORATION OF

LIFE CARE AUXILIARY, 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 LIFE CARE AUXILIARY, 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: January 5, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE  
By *Carla Sibley*

# **ARTICLES OF INCORPORATION**

**OF**

**JAN 5 3 48 PM '94**  
**SECRETARY OF STATE**

## **LIFE CARE AUXILIARY, INC.**

The undersigned, acting as an incorporator of a corporation (hereinafter referred to as the "Corporation") organized pursuant to and subject to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, as now existing or hereafter amended and supplemented (the "Act"), adopts the following Articles of Incorporation for the Corporation.

### **ARTICLE I. NAME**

The name of the Corporation is Life Care Auxiliary, Inc.

### **ARTICLE II. NONPROFIT STATUS**

The Corporation shall be a nonprofit corporation.

### **ARTICLE III. PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

### **ARTICLE IV. PURPOSES**

The exclusive purposes for which the Corporation is organized are to solicit donations and raise money to provide equipment and personal services to patients of Life Care Center of Boise or any successor to Life Care Center of Boise that provides the same or similar medical services.

### **ARTICLE V. REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is 808 North Curtis, Boise, Idaho 83706, and the name of its initial registered agent at that office is George Benjamin.

### **ARTICLE VI. BOARD OF DIRECTORS**

The number of Directors of the Corporation shall be as specified in the Bylaws. The number of directors constituting the initial Board of Directors is five (5), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the members and until their successors have been elected and qualified are:

<u>Name</u>	<u>Address</u>
Julie Johnson	5540 Latigo Drive Boise, Idaho 83709
George Benjamin	855 South Gardenaire Place Boise, Idaho 83709
Dixie Anderson	5420 Tuckerson Place Boise, Idaho 83704
Callie Blakeslee	9267 Teakwood Drive Boise, Idaho 83709
Joanne Jones	208 East Carter Boise, Idaho 83706

## **ARTICLE VII. CORPORATE EARNINGS**

No part of the net earnings of the Corporation shall enure to the benefit, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

No substantial part of the activities of the Corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in 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, or 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 corresponding sections of any future federal tax code.

## **ARTICLE VIII. DISSOLUTION**

The Corporation shall not be dissolved except following the favorable vote of a majority of the entire Board of Directors at a meeting duly called for that purpose. Upon dissolution, all assets belonging to the Corporation, after due provision for liabilities then outstanding and unpaid, shall be paid to Life Care Center of Boise, or in the event that said entity no longer exists, such funds shall be paid to an organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code to be selected by the Board of Directors. Any such

assets not so disposed of shall be disposed of by the Fourth District Court in Ada County, Idaho, exclusively for such purposes, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE IX. LIABILITY OF DIRECTORS**

A director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of director's duty of loyalty to the Corporation or its members; (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) provided for under the Act; or (4) for any transaction from which the director derived an improper personal benefit. If, after approval of this Article IX, the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended. Any repeal or modification of this Article IX by the members of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

## **ARTICLE XI. MEMBERS**

The Corporation shall have members as shall be specified in the Bylaws.

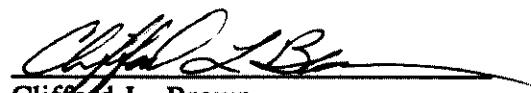
## **ARTICLE XII. INCORPORATOR**

The name and address of the incorporator of the Corporation is:

Name Address

Clifford L. Brown 280 N. 8th, Suite 138  
Boise, ID 83702

DATED This 5th day of January, 1994.



Clifford L. Brown  
Incorporator