

State of Idaho

Department of State

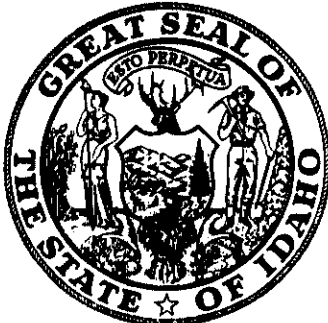
CERTIFICATE OF INCORPORATION OF

HOME CARE ASSOCIATION OF IDAHO, 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 HOME CARE ASSOCIATION OF IDAHO, 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: April 11, 1994



Pete T. Cenarrusa
SECRETARY OF STATE
By *[Signature]*

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ARTICLES OF INCORPORATION

OF

HOME CARE ASSOCIATION OF IDAHO, INC.

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME.

The name of the Corporation is **Home Care Association of Idaho, Inc.,**

ARTICLE II. NONPROFIT STATUS.

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is in the City of Boise, County of Ada, State of Idaho. The address of the initial registered office is 710 North 6th, Boise, Idaho 83702, Idaho and the name of the initial registered agent at this address is Verlene Kaiser.

ARTICLE V. PURPOSES.

The purposes for which the Corporation is organized and will be operated are as follows:

A. To act as spokesperson for the membership's programs, concepts, and philosophy as determined by its membership; to offer advice and assistance to individual members; to promote high ethical standards in the industry; to promote educational programs related to the industry; to conduct programs to expand the recognition of home health services following recognition of the utilization of its members's services by the

public; and to educate and promote cooperation with similar existing organizations at the local, state and national levels.

B. To raise money and accept donations or to borrow or raise money for any of the purposes of this corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof, and of the interest thereon, by mortgage on, or pledge, conveyance or assignment in trust, of the whole or any part of the corporation, real personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or obligations of the corporation.

C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

D. The programs sponsored by the corporation shall not discriminate because of sex, race, color, creed, religion or age or disability.

E. To voice the collective concerns of proprietary free standing home health agencies in Idaho.

ARTICLE VI. LIMITATIONS.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 V hereof. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) or (5) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII. MEMBERS.

The corporation shall not have any capital stock. Membership in the corporation may be voting, non-voting and of different classes, all of which shall be regulated by the corporation's by-laws. Members shall not be personally liable for the debts, liabilities and obligations of the corporation.

ARTICLE VIII. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of six (6) directors, each of whom, at all times, shall be a member of the Corporation or designated to represent a corporate member. The actual number of directors may be changed by the By-laws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing members in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

Bill Bacon
c/o *Idaho Home Health*
800 Yellowstone
Pocatello, ID 83201

Verlene Kaiser
c/o *Community Home Health*
710 North 6th
Boise, Idaho 83702

Gary Thietten
c/o *Idaho Home Health and Hospice*
200 2nd Avenue North
Twin Falls, Idaho

~~John Beebe
c/o *North Idaho Home Health*
2170 Ironwood Center Drive
Coeur d'Alene, ID 83814~~

Leon Felder
c/o X-L Health Care Management
149 Northwest First Street
P.O. Box 1010
Ontario, OR 97914-1010

Vivian Hooper
c/o Alpine Home Health
P.O. Box 916
Sandpoint, ID 83864

ARTICLE IX. MEMBERSHIP DUES.

Membership dues or assessments may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such dues or assessments. The Board of Directors is authorized to fix the amount of dues or assessments from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe. In the manner and to the extent prescribed by the Board of Directors, the Board of Directors is authorized to assess new members amounts which could have been previously assessed if the new member had been a member from the time of the first assessment made by the Board on any member.

ARTICLE X. DISTRIBUTION ON DISSOLUTION.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of and limitations on the Corporation as set out in these Articles and as required of an organization which is tax exempt under the Internal Revenue Code of 1986, as amended.

ARTICLE XI. INCORPORATOR.

The name and street address of the incorporators:

Bill Bacon
c/o Idaho Home Health
800 Yellowstone
Pocatello, ID 83201

Verlene Kaiser
c/o Community Home Health
710 North 6th
Boise, Idaho 83702

Gary Thietten
c/o Idaho Home Health and Hospice
200 2nd Avenue North
Twin Falls, Idaho

~~John Beebe
c/o North Idaho Home Health
2170 Ironwood Center Drive
Coeur d'Alene, ID 83814~~

Leon Felder
c/o X-L Health Care Management
149 Northwest First Street
P.O. Box 1010
Ontario, OR 97914-1010

Vivian Hooper
c/o Alpine Home Health
P.O. Box 916
Sandpoint, ID 83864

ARTICLE XII. BYLAWS.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.


DATED this 16 day of November, 1993.



Bill Bacon



Verlene Kaiser



Gary Thietten

~~John Beebe~~ ~~DELETE~~



Leon Felder

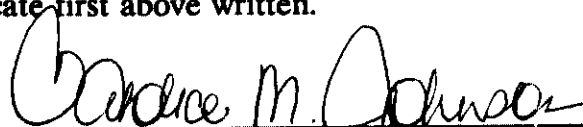


Vivian Hooper

STATE OF IDAHO)
) ss.
County of Bannock)

On this 16th day of November, 1993, before me, the undersigned, a notary public in and for said county and state, personally appeared Bill Bacon, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



NOTARY PUBLIC FOR IDAHO
Residing at: 264 Lena Ln BH ID
My Commission Expires: 8/5/97

STATE OF IDAHO)

County of Ada)

) ss.
)

On this 28th day of November, 1993, before me, the undersigned, a notary public in and for said county and state, personally appeared Verlenc Kaiser, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Barbara D. Gadsberg
NOTARY PUBLIC FOR IDAHO
Residing at: Bonne
My Commission Expires: May 26, 1994

STATE OF IDAHO)

County of Twin Falls)

) ss.
)

On this 26th day of January, 199⁴, before me, the undersigned, a notary public in and for said county and state, personally appeared Gary Thietten, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Barbara R Bacon
NOTARY PUBLIC FOR IDAHO
Residing at: Twin Falls
My Commission Expires: 1-26-95

STATE OF Idaho)
) ss.
County of Ada)

On this 2nd day of February, 1998, before me, the undersigned, a notary public in and for said county and state, personally appeared Leon Felder, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Gina M. Mattson
NOTARY PUBLIC FOR IDAHO
Residing at: Bowei, Idaho
My Commission Expires: 10-25-96

STATE OF IDAHO)
) ss.
County of Ada)

On this 25th day of March, 1998, before me, the undersigned, a notary public in and for said county and state, personally appeared Vivian Hooper, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Gina M. Mattson
NOTARY PUBLIC FOR IDAHO
Residing at: Bowei, Idaho
My Commission Expires: 10-25-96

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