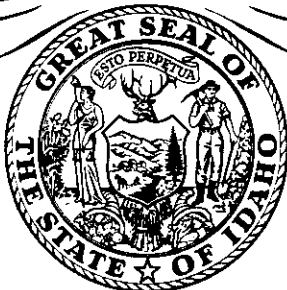


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

VISITING NURSE ASSOCIATION OF ADA COUNTY, INC.

was filed in the office of the Secretary of State on the **Third** day of **July** A. D. One Thousand Nine Hundred **Sixty-four** and is duly recorded on Film No. **129** of Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **perpetual existence** from the date hereof, with its registered office in this State located at **Boise** in the County of **Ada** and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **3rd** day of **July**, A.D., 19 **64**.

Secretary of State.

STATE OF IDAHO)
) ss.
County of Nez Perce)

AFFIDAVIT OF CONSENT

CHARLES R. EPLING, being first duly sworn deposes and says:

1. That he is the duly elected president of the "Visiting Nurse Association of Nez Perce County";
2. That he has been formally authorized by the Board of Directors of said corporation to give the corporation's written consent under the provisions of Section 30-107 (b) to the Ada County Nurse Association for the purpose of permitting said Ada County Nurse Association to use the name "Visiting Nurse Association of Ada County."
3. That permission is hereby granted by the "Visiting Nurse Association of Nez Perce County" under the provisions of Section 30-107 (b), Idaho Code, to the Ada County Nurse Association to use the name "Visiting Nurse Association of Ada County."

Charles R. Epling

SUBSCRIBED AND SWORN TO before me this 1st day of
July, 1964.

William A. Stelmer
Notary Public
Residence: Lewiston, Idaho

ARTICLES OF INCORPORATION

OF

VISITING NURSE ASSOCIATION OF ADA COUNTY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all being of full age and bona fide residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under the provisions of Chapter 11 of Title 30, Idaho Code, and to that end do hereby adopt and execute the following Articles of Incorporation, and do hereby certify and declare:

I.

That the name of said non-profit corporation is and shall be "Visiting Nurse Association of Ada County, Inc."

II.

The objects, purposes and powers of this corporation are:

(1) To aid, assist, and nurse those persons in Ada County, State of Idaho, whose physical condition would be advanced by the visitation of individuals qualified in the field of home nursing.

(2) To engage in any activity that is or appears to be necessary or convenient in connection with the above-named purpose.

III.

The original members of this corporation shall be the incorporators and future members shall be admitted to membership in the corporation in accordance with the By-Laws of this corporation.

IV.

The corporation shall have its registered office in the City of Boise, County of Ada, State of Idaho, and the address of the registered office of this corporation in the State of Idaho is 209 Sherwood, Boise, Idaho.

V.

The term for which this corporation shall exist is perpetual from and after the date of its incorporation.

VI.

(1) Said corporation shall be managed by a Board of Directors of not less than five or more than twenty-five members.

(2) Its officers shall be a President, First Vice President, Second Vice President, and Secretary-Treasurer, who shall be elected as provided in the By-Laws of this corporation.

(3) The corporation shall not issue any capital stock.

VII.

The corporation shall be operated on a non-profit basis. It is not anticipated that there will be a profit or surplus, but if such a profit or surplus does in fact occur, then such profit or surplus shall be used to further the objects and purposes of the corporation; provided, however, that in no event shall the profits or surplus of the corporation be paid to the members of the corporation.

VIII.

That in accordance with the provisions of Section 30-1102, Idaho Code, an election was held on the 17th day of June, 1964, for the purpose of electing at least five Directors of the Board of Directors under which said corporation elects to operate, said election being held at KBOI Studios, 1007-1009 Jefferson, Boise, County of Ada, Idaho; that a notice of the time and place of the holding of said election of Directors was given by publication of a notice to said effect for two consecutive weeks, to-wit: June 3 and June 10, 1964, in the Idaho Daily Statesman, a newspaper published in said City and County of Ada, Idaho; and by posting a like notice for the same length of time in a conspicuous place at the KBOI Studios, 1007-1009 Jefferson, Boise, Idaho, in Ada County, Idaho, where said

as follows:

Ethel M. Burke	2413 Smith Avenue	Boise, Idaho
Mary J. Campbell	2621 Stewart Avenue	Boise, Idaho
Dr. Hugh Firor	903 Ranch Road	Boise, Idaho
Robert Gibb	808 Ranch Road	Boise, Idaho
E. G. Gilbertson	1118 Harrison Blvd.	Boise, Idaho
Earl Glade	1004 North 17th	Boise, Idaho
Lois R. Hatten	6200 Northview	Boise, Idaho
Helen M. Hilfiker	1702 North 17th	Boise, Idaho
Elmo Parish	1818 North 20th	Boise, Idaho
Faye W. Roberts	1309 Vista Avenue	Boise, Idaho
Josephine Rothchild	3120 Kootenai	Boise, Idaho
Allan G. Shepard	6818 Fairfield	Boise, Idaho
Sister Peter James	506 North 5th	Boise, Idaho
Dean William Spofford, Jr.	1303 North 24th	Boise, Idaho
John W. Swartley	1718 North 17th	Boise, Idaho

IN WITNESS WHEREOF, We have hereunto set our hands this

17th day of June, 1964.

Ethel M. Burke
Mary J. Campbell
Dr. Hugh Firor
Robert Gibb
Elmo Parish
Earl Glade
Lois R. Hatten
Helen M. Hilfiker

John W. Swartley
Faye W. Roberts
Josephine Rothchild
Dean William Spofford, Jr.
Sister Peter James
Allan G. Shepard

STATE OF IDAHO)

ss

County of Ada)

On this 17th day of June, 1964, before me, the undersigned, a Notary Public in and for said State, personally appeared Ethel M. Burke, Mary J. Campbell, Dr. Hugh Firor, Robert Gibb, E. G. Gilbertson, Earl Glade, Lois R. Hatten, Helen M. Hilfiker, Elmo Parish, Faye W. Roberts, Josephine Rothchild, Allan G. Shepard, Sister Peter James, Dean William Spofford, Jr., John W. Swartley, known to me to be the persons whose names are subscribed to the foregoing instrument, and

election was held; a majority of the members present voted for and there were elected as Directors of said corporation, the following persons, to-wit:

Name:

Ethel M. Burke	2413 Smith Avenue	Boise, Idaho
Mary J. Campbell	2621 Stewart Avenue	Boise, Idaho
Dr. Hugh Firor	903 Ranch Road	Boise, Idaho
Robert Gibb	808 Ranch Road	Boise, Idaho
E. G. Gilbertson	1118 Harrison Blvd.	Boise, Idaho
Earl Glade	1004 North 17th	Boise, Idaho
Lois R. Hatten	6200 Northview	Boise, Idaho
Helen M. Hilfiker	1702 North 17th	Boise, Idaho
Elmo Parish	1818 North 20th	Boise, Idaho
Faye W. Roberts	1309 Vista Avenue	Boise, Idaho
Josephine Rothchild	3120 Kootenai	Boise, Idaho
Allan G. Shepard	6818 Fairfield	Boise, Idaho
Sister Peter James	506 North 5th	Boise, Idaho
Dean William Spofford, Jr.	1303 North 24th	Boise, Idaho
John W. Swartley	1718 North 17th	Boise, Idaho

IX.

That this corporation shall have the right to adopt a set of By-Laws in accordance with the provisions of Section 30-1108, Idaho Code.

X.

These Articles of Incorporation may be amended in any manner at any regular meeting of the members of this corporation by a vote of a majority of a quorum attending such meeting provided public notice of the intention to amend the Articles of Incorporation shall have been given by publication at least once a week for four weeks in a newspaper published in Ada County, Idaho. The published notice shall designate the regular meeting at which it is intended to vote on the proposition of amending the Articles of Incorporation, and shall state the manner in which it is intended to amend the Articles of Incorporation and the time and place of said regular meeting.

XI.

The names and the residences of the incorporators are

acknowledged to me that they executed the same.

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

SEAL



Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO, }
COUNTY OF ADA } ss.

Edith Ferguson, being duly sworn,
deposes and says: That she is the Principal Clerk of The Idaho
Daily Statesman, a daily newspaper printed and published at
Boise, Ada County, State of Idaho, and having a general circula-
tion therein and which said newspaper has been continuously and
uninterruptedly published in said County during a period of
twelve consecutive months prior to the first publication of the
notice, a copy of which is attached hereto; that said notice was
published in the regular edition of The Idaho ^{Evening} ~~Daily~~ Statesman for
two non consecutive insertions, beginning with the
issue of June 3, 1964, and ending with the
issue of June 10, 1964.

Edith Ferguson

Subscribed and sworn to before me this 18th day of
June, 1964.

Leone H. Stubbins
Notary Public for Idaho, Residing at Boise, Idaho

NOTICE OF ELECTION
NOTICE IS HEREBY GIVEN that,
pursuant to the terms of Section
30-1102, Idaho Code, a special elec-
tion will be held at 209 Sherwood
St. Boise, Idaho, at 8 o'clock P.M. on
the 17th day of June, 1964 for the
purpose of electing a Board of fif-
teen Directors, under which a pro-
posed non-profit corporation, to be
known as the Visiting Nurse Asso-
ciation of Ada County, Inc., will
operate.
Dated this 3rd day of June, 1964.
Faye W. Roberts
Secretary
Pub. June 3, 10