

State of Idaho

Department of State

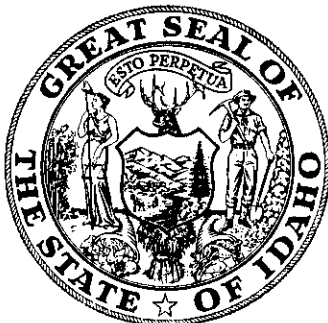
CERTIFICATE OF AMENDMENT OF

SANDPOINT CONVALESCENT SERVICES, 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 SANDPOINT CONVALESCENT SERVICES, INC. changing its name to RETIREMENT LIVING CONCEPTS, INCORPORATED duly signed and verified pursuant to the provisions of the Idaho Business 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.

June 14, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

FILED
SEC. OF STATE
33 JUN 1 1993

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
RETIREMENT LIVING CONCEPTS, INCORPORATED, FORMERLY
KNOWN AS SANDPOINT CONVALESCENT SERVICES, INC.**

Retirement Living Concepts, Incorporated, formerly known as Sandpoint Convalescent Services, Inc., pursuant to Idaho Code Section 30-1-64, hereby restates its Articles of Incorporation as theretofore amended by a resolution adopted by the Board of Directors at its special meeting on June 1, 1993. The following relates to the amendment of the Articles of Incorporation:

1. The date of the adoption of the amendment was June 1, 1993.
2. The number of shares of each class entitled to vote on the amendment was one hundred (100) shares of the one (1) class of common stock.
3. The number of shares of each class that voted for and against the amendment was one hundred (100) shares of common stock for the amendment.
4. The Articles of Amendment are signed by Craig A. Johnson, as president, and Donna L. Johnson, as secretary, who, together, are the owners of all of the stock of the corporation.

The following sets forth all of the operative provisions of the Articles of Incorporation as theretofore amended, and the corporation hereby states that the Amended and Restated Articles of Incorporation correctly sets forth without change the corresponding provisions of the Articles of Incorporation as theretofore amended, and the Amended and Restated Articles of Incorporation supersede the Articles of Incorporation and all amendments thereto.

ARTICLE I.

The name of the Corporation shall be Retirement Living Concepts, Incorporated.

ARTICLE II.

The period of duration shall be perpetual.

ARTICLE III.

The purposes for which the Corporation is organized shall be conducting the business of developing retirement living concepts, and constructing and operating facilities to effectuate those concepts, and shall include the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Idaho.

ARTICLE IV.

The aggregate number of shares of which the Corporation shall have authority to issue shall be one hundred (100) shares of non-assessable, common stock, without par value.

ARTICLE V.

The internal affairs of the Corporation shall be governed by the duly adopted bylaws of the Corporation.

ARTICLE VI.

The address of the Corporation's initial registered office shall be 1705 West Pine Street, Sandpoint, Idaho 83864, with a mailing address of the same; the name of the Corporation's registered agent at such address is Donna L. Johnson.

ARTICLE VII.

The number of directors constituting the Board of Directors shall be two (2); the names and addresses of the persons who are to serve as Directors until their successors be elected and qualified, are Craig A. Johnson and Donna L. Johnson, 1705 West Pine Street, Sandpoint, Idaho 83864.

ARTICLE VIII.

The names and addresses of the incorporators are as follows: Craig A. Johnson and Donna L. Johnson, 1705 West Pine Street, Sandpoint, Idaho 83864.

DATED: June 8, 1993.

BY:


Craig A. Johnson


Donna L. Johnson

VERIFICATION BY CORPORATE OFFICER

STATE OF IDAHO)
 ss
County of Bonner)

CRAIG A. JOHNSON, the President of Retirement Living Concepts, Incorporated, in verification of the foregoing Amended and Restated Articles of Incorporation, states as follows:

1. The foregoing Amended and Restated Articles of Incorporation set forth all of the operative provisions of the Articles of Incorporation as theretofore amended;
2. The Amended and Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as theretofore amended;
3. The Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto; and,
4. The undersigned verifies that he believes the facts stated above to be true.

DATED: June 8, 1993.



Craig A. Johnson, President

SUBSCRIBED and SWORN to before me this 8 day of
June, 1993.

Peggy D. Self
Notary Public - State of Idaho
Residing at Sandpoint therein.
My commission expires: 7-30-93.