

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

THE TRANSITIONAL LIVING CENTER CORPORATION

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 _____

THE TRANSITIONAL LIVING CENTER CORPORATION,

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 23, 19 90.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Gabala

Corporation Clerk

ARTICLES OF INCORPORATION
OF

RECEIVED
SEC. OF STATE

THE TRANSITIONAL LIVING CENTER CORPORATION

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To further common purposes, the members agree to organize under these Articles of Incorporation.

ARTICLE I

Name

The name of this corporation shall be The Transitional Living Center Corporation. The existence will be perpetual.

ARTICLE II

Non-Profit Corporation

The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

ARTICLE III

Purposes

3.1 To provide elderly persons and handicapped persons with housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a non-profit basis.

3.2 To acquire, own, develop, build, maintain and operate housing for physically and mentally disabled and disadvantaged individuals with a view toward aiding them to become self-sufficient and independent.

3.3 To promote and effect improved dignity and quality of life for disabled and disadvantaged individuals by providing such individuals the opportunity of living in a situation that is as independent as possible and to promote their health, security, happiness and usefulness by living longer in more appropriate circumstances.

ARTICLE IV

Additional Powers

4.1 To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article III hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended.

4.2 To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the Corporation's property.

4.3 To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing under Section 202 of the Housing Act of 1959. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.

4.4 In the event of the dissolution of the Corporation or the winding up of its affairs or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organization created and operated for non-profit purposes similar to those of the Corporation, other than one created for religious purposes; PROVIDED, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development.

4.5 To do all things necessary, essential, convenient, or proper for the accomplishment of any or all of the aforementioned purposes for the attainment of any or all of the objects above mentioned, or incident to the powers herein named, or which shall have at any time appeared to be conducive, expedient or beneficial to the corporation, and to such end have any and all powers conferred upon non-profit cooperative associations and corporations organized under the statutes of the State of Idaho as now constituted, or as may be provided by future amendments thereto.

ARTICLE V

Membership

5.1 The corporation shall not issue stock to any private person, individual or business entity organized for profit, and no dividends or pecuniary profit shall be declared or paid to the members hereof. The Board of Directors shall be the membership of the corporation and the Board may elect or admit successive members. It is the objective of this organization to retain an active membership. The directors of the Corporation must, at all times, be members of the Corporation. No non-member may serve as a director. The directors and members shall serve without compensation.

5.2 The annual meeting shall be held each year as provided in the Bylaws.

ARTICLE VI

Registered Office

The initial principal office of this corporation and the registered agent shall be 555 West 25 Street, Idaho Falls, Idaho 83402. The group may have such offices as may from time to time be designated by the Board of Directors. The initial registered agent is H. Dwight Whittaker.

ARTICLE VII

Board of Directors and Officers

7.1 The Board of Directors of the Corporation shall consist of not less than nine (9) and no more than twelve (12) members, determined by the Board of Directors from time to time. The number of Directors constituting the initial Board of Directors shall be ten, and the names and addresses of the persons who are to serve as Directors until the first annual election of Directors, or until their successors are elected and qualified are:

Veronica Pitman
725 Saturn
Idaho Falls, ID 83402

Artie Lee Gardner
2240 Henryanna
Idaho Falls, ID 83404

Jeanenne Murdock
2155 East Olympic
Idaho Falls, ID 83404

Dr. L. Stanley Sell
2855 East Morningside
Idaho Falls, ID 83402

Jeff Summers
P. O. Box 330
Rexburg, ID 83440

Barbara George
5235 Redondo Circle
Idaho Falls, ID 83406

D. J. Simpson
3375 South Rustic Lane
Idaho Falls, ID 83404

Marlene Clark
1430 Riviera Drive
Idaho Falls, ID 83404

Bobbie Bourne
296 Ranch Drive
Idaho Falls, ID 83401

7.2 The officers of the Corporation, as provided by the By-laws of the Corporation, shall be elected by the directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. The secretary and treasurer may be one and the same person and need not be a director of the Corporation.

7.3 Bylaws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article III hereof.

ARTICLE VIII

Names and Addresses of Incorporators

The names and post office addresses of each of the incorporators are:

~~Veronica Pitman~~
~~725 Saturn~~
~~Idaho Falls, ID 83402~~

Artie Lee Gardner
2240 Henryanna
Idaho Falls, ID 83404

Jeanenne Murdock
2155 East Olympic
Idaho Falls, ID 83404

~~Jeff Summers~~
~~P. O. Box 330~~
~~Rexburg, ID 83440~~

Barbara George
5235 Redondo Circle
Idaho Falls, ID 83406

D. J. Simpson
3375 South Rustic Lane
Idaho Falls, ID 83404

Marlene Clark
1430 Riviera Drive
Idaho Falls, ID 83404

Bobbie Bourne
296 Ranch Drive
Idaho Falls, ID 83401

ARTICLE IX

Limitation on Activities and Expenditures

The provisions of this Article IX and Article X following, are in addition to and not in lieu of or to negate the provisions of Article IV concerning compliance with Section 202 of the Housing Act of 1959 and regulations applicable thereto.

All of the properties and assets of this corporation shall be, and are, irrevocably dedicated to charitable and educational purposes, and no part of the monies, properties or assets of this corporation, upon dissolution or otherwise, shall inure to the benefit of any private person, individual or any stockholder of this corporation, except as such stockholder may be a corporation organized and operated exclusively for charitable, scientific or educational purposes, including

medical research, and which is exempt from taxation, particularly federal income tax. No substantial 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 publication or distribution of statements, any political campaign on behalf of any candidate for public office. Notwithstanding of any other provisions of the Articles, the organization shall not carry on any activities prohibited by an organization which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law), or by any organization, 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).

ARTICLE X

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, dispose of all of its assets exclusively for the purposes of the corporation in such manner, or to such organization or organizations created and operated exclusively for charitable, educational or scientific purposes and which shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. However, and subject to the above limitations, if any of such assets have been acquired under a federal grant or contract, their disposition shall be made in accordance with the appropriate instructions of the government official responsible under the law for the providing of such instructions under such circumstances. Any of such assets not so disposed of shall be disposed of by the District Court of Bonneville County, Idaho, in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for the above-mentioned purposes.

IT WITNESS WHEREOF, we have set our hands this _____
day of _____, 19__.

N. A.
Veronica Pitman

Artie Lee Gardner
Artie Lee Gardner

Jeanenne Murdock
Jeanenne Murdock

Barbara George
Barbara George

D. J. Simpson
D. J. Simpson

Marlene Clark
Marlene Clark

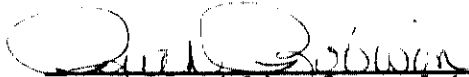
Bobbie Bourne
Bobbie Bourne

ACKNOWLEDGMENT

STATE OF IDAHO)
 : ss.
County of Bonneville)

On this 18th day of January, 1989,
before me the undersigned, a Notary Public for Idaho,
personnally appeared ~~Veronica Pitman~~, Artie Lee Gardner,
Jeanenne Murdock, Barbara George, D. J. Simpson, Marlene
Clark, and Bobbie Bourne, known to me to be the persons whose
names are subscribed to the within instrument and
acknowledged to me that they executed the same.

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


Notary Public for Idaho
Residing at Idaho Falls, Idaho
My Commission expires: 5/17/91

1661s