

CERTIFICATE OF INCORPORATION
OF

GRAND OAKS HEALTHCARE, INC.

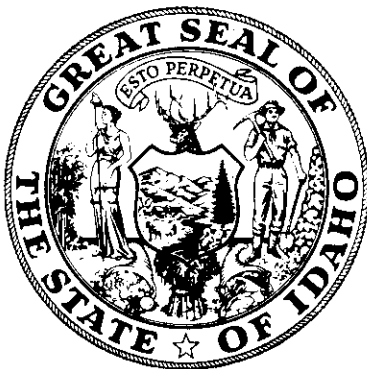
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

GRAND OAKS HEALTHCARE, INC.

duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **September 1, 1983**



SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION

SECRETARY OF
STATE
GRAND OAKS HEALTHCARE, INC.

The undersigned, acting as the incorporator of the above-named corporation (hereinafter referred to as the "Corporation") under the Idaho Business Corporation Act (the "Act"), adopts the following Articles of Incorporation for the Corporation:

ARTICLE I. NAME

The name of the Corporation is Grand Oaks Healthcare, Inc.

ARTICLE II. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III. PURPOSES AND POWERS

Section 1. The purposes for which the Corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

Section 2. The Corporation shall have and may exercise all powers necessary or convenient to effect its purposes, including but not limited to the statutory powers specified in Idaho Code §§ 30-1-4 to 30-1-6, as amended and supplemented.

ARTICLE IV. AUTHORIZED SHARES

Section 1. Number. The aggregate number of shares of capital stock which the Corporation shall have authority to issue is 1,000 shares. The aggregate par value of said shares is \$1,000, and the par value of each share is \$1.00.

Section 2. Stock Nonassessable. The property of the shareholders of the Corporation shall not be subject to the payment of this Corporation's debts to any extent whatsoever, and shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

ARTICLE V. REDEMPTION

The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, and purchases of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted capital surplus available therefor.

ARTICLE VI. REGISTERED OFFICE

The address of the initial registered office of the Corporation is One Capital Center, 999 Main Street, Suite 701, Boise, Idaho 83702, and the name of its initial registered agent is M. Neal Newhouse.

ARTICLE VII. BOARD OF DIRECTORS

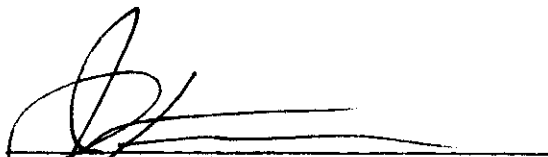
The number of Directors of the Corporation shall be as specified in the Bylaws. The number of Directors constituting the initial Board of Directors is two, and the name and address of the persons who will to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Jack C. Heisler	1406 Jantzen Beach Center Portland, Oregon 97217
Jeff Chamberlain	625 Stevens Street Medford, Oregon 97501

ARTICLE VIII. INCORPORATOR

<u>NAME</u>	<u>ADDRESS</u>
Jack C. Heisler	1406 Jantzen Beach Center Portland, Oregon 97217

DATED this 1st day of September, 1983.



Jack C. Heisler

STATE OF IDAHO)
) ss.
County of Ada)

On this 1st day of September, 1983, before me, the undersigned, a Notary Public in and for said State, personally appeared JACK C. HEISLER the individual that executed the within instrument, and known or identified to me to be the person that executed the within 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.

Michael L. Henderson
Notary Public for Idaho
Residing at Boise