

State of Idaho

Department of State

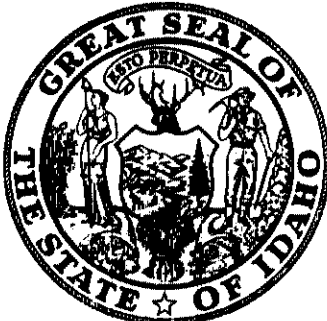
CERTIFICATE OF INCORPORATION OF

INTERCARE INTERNATIONAL, 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 INTERCARE INTERNATIONAL, 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: December 22, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ana Seikel*

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ARTICLES OF INCORPORATION

OF

INTERCARE INTERNATIONAL, INC.

Under Title 30, Chapter 3
Idaho Nonprofit Corporation Act

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ARTICLES OF INCORPORATION
OF
INTERCARE INTERNATIONAL, INC.

To The Secretary of State
State of Idaho
The Statehouse
Boise, ID 83720

IT IS HEREBY CERTIFIED THAT:

ARTICLE 1

The name of the corporation is INTERCARE INTERNATIONAL, INC.

ARTICLE 2

The purposes for which the organization is organized are:

1. To promote the general welfare of the long-term care patients, disabled, and chronically ill throughout the world;
2. To provide a forum for the interchange of information, ideas, and proposals relating to public policy, research, administration, and training;
3. To establish and promote programs of education;
4. To encourage the highest standards of professional care and administration in long-term care;
5. To provide an authoritative voice for long-term care in international medical conferences and meetings.
6. The initial directors will be:

Theodore Carcich, Jr., President
Route 1, Box 124
Colton, WA 99113-9721

Zillah Willmott, Vice President
10 James Street
Blakehurst, NSW Australia

Charles R. Lafferty, Treasurer
1910 Ransom Road
Riverside, CA 92506

Gailen Nichols, Secretary
P.O. Box 8026

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ARTILCE 3

The registered agent shall be;

Janesta D. Sullivan
P.O. Box 8561
925 East Eighth Street
Moscow, ID 83843

ARTICLE 4

The incorporators are;

Theodore Carcich, Jr.,
Route 1, Box 124
Colton, WA 99113-9721

Janesta D. Sullivan
925 East 8th Street
Moscow, ID 83843

ARTICLE 5

The corporation shall have members.

ARTICLE 6

The corporation shall have only one class of members, all having the right to vote.

ARTICLE 7

On dissolution or final liquidation of the incorporation, any assets remaining for distribution shall be distributed to one or more charities involved in the field of long-term care, such charities to be selected by the Board of Directors then in office, and in their complete discretion.

ARTICLE 8

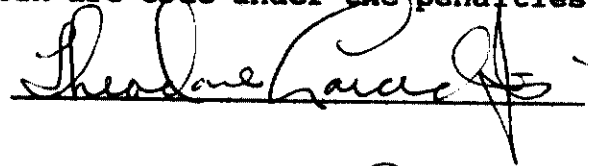
The period of duration is perpetual.

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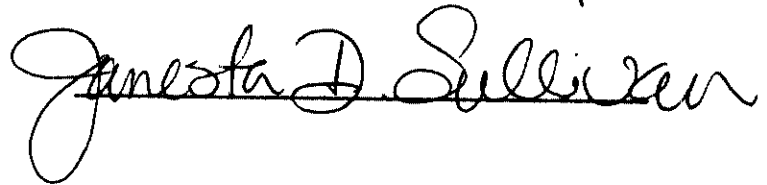
The undersigned incorporators are eighteen years of age or older.

IN WITNESS WHEREOF, these articles of incorporation have been subscribed this 9th day of December 1993, by the undersigned who affirm that the statements made herein are true under the penalties of perjury.

Theodore Carcich, Jr.,
Route 1, Box 124
Colton, WA 99113-9721

A handwritten signature in cursive script, reading "Theodore Carcich, Jr.", written over a horizontal line.

Janesta D. Sullivan
925 East 8th Street
Moscow, ID 83843

A handwritten signature in cursive script, reading "Janesta D. Sullivan", written over a horizontal line.