

FILED EFFECTIVE

# ARTICLES OF INCORPORATION

FOR

AUTUMNGOLD SENIOR SERVICES, INC.

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SECRETARY OF STATE  
STATE OF IDAHO

## An Idaho Nonprofit Corporation

The undersigned, for the purpose of forming a nonprofit corporation under the Idaho Nonprofit Corporation Act, Idaho Code Title 30, Chapter 3 (hereinafter called the "Nonprofit Act"), does hereby as incorporator, adopt the following Articles of Incorporation and certifies as follows:

### ARTICLE I

The name of the Corporation is AutumnGold Senior Services, Inc. (hereinafter called the "Corporation").

### ARTICLE II

This Corporation is a nonprofit corporation.

### ARTICLE III

The term of the Corporation's existence is perpetual.

### ARTICLE IV

Subject to the limitations set forth in Article V, below, the Corporation's purposes include:

- a) promoting social welfare;
- b) bringing about civic betterments and social improvements;
- c) providing elderly or disabled persons with services specifically designed to meet their physical, social, and psychological needs and promoting 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;
- d) providing safe, decent, affordable housing to low and moderate-income persons residing principally in the State of Idaho, excluding the County of Bear Lake;
- e) engaging in activities which serve individuals' needs for community and economic development and community self-help, in order to help such individuals achieve self-sufficiency;
- f) undertaking community economic development, neighborhood revitalization or other activities to combat community deterioration;
- g) acquiring, constructing, improving, providing and operating any real or personal property or interest or right herein or appurtenant thereto, including without limitation those actions necessary or incident in connection with a project assisted under

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Housing Action of 1959, as amended, Section 811 of the National Affordable Housing Act, Section 42 of the Internal Revenue Code, and corresponding provisions of any subsequent federal laws or other federal housing programs;

- h) selling, conveying assigning, mortgaging, leasing any real and personal property;
- i) to pursue all other lawful purposes for which nonprofit corporations may be incorporated under the laws of the state of Idaho, as they may be amended from time to time. The corporation shall have and may exercise all powers necessary or convenient to affect any of the purposes for which the corporation has organized; and
- j) doing all things necessary and appropriate for carrying out and exercising the foregoing purposes and powers.

The Corporation shall administer its services, housing and other projects as a community service in the interest of the whole community, regardless of race, color, national origin, sex, religion, age, handicap, and marital or familial status.

## ARTICLE V

The Corporation is intended to qualify as a tax-exempt organization described in Section 501(c)(3). The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding provisions of any future federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, other private persons, or organizations organized and operated for a profit, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall be empowered to make the election authorized under Section 501(h) of the Code. The Corporation shall not participate in, or intervene in (including the publishing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

## ARTICLE VI

The Corporation, in order to carry out its purposes, shall have the power to do any and all things as fully and to the same extent as natural persons could do, and this Corporation shall have such powers as may be necessary or incidental to attain the purposes as set forth in Article IV. The enumeration of the powers hereinabove in Article IV shall not be deemed a renunciation of any of the powers conferred in the Nonprofit Act for nonprofit corporations, charitable societies or religious associations, but rather all such powers shall be deemed fully vested in this Corporation as though hereinabove specifically enumerated.

## ARTICLE VII

The Corporation shall have no members.

## ARTICLE VIII

The Corporation shall be managed under the direction of a Board of Directors, which, shall be vested with all powers, privileges and rights pursuant to the laws of the State of Idaho. The number of directors constituting the Board of Directors shall be as set forth in the Bylaws but shall not be less than three (3). The rights, privileges and duties of the directors and the manner of their election and removal shall be as set forth in the Bylaws. The names and addresses of the persons who are to serve as the initial directors, who shall serve until their successors are elected and qualified or until their earlier death, resignation or removal, are as specified below.

NAME	ADDRESS
Gregory A. Urrutia	623 S. Kimball Avenue Caldwell, Idaho 83605
Catherine Venrick	623 S. Kimball Avenue Caldwell, Idaho 83605
Richard M. Jackson	3523 E. Linden Street, Suite 204 Caldwell, Idaho 83605

## ARTICLE IX

The Corporation may, but is not required to, indemnify up to the fullest extent allowed by law, and within the limitations of Article IV, any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, officer, employee or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents and fiduciaries included in any statute, bylaw, agreement, general or specific action of the Board of Directors or other document or arrangement, except that such person shall not apply for court-ordered indemnification.

## ARTICLE X

The directors and officers of the Corporation shall not be individually or personally liable for the debts or obligations of the Corporation to the fullest extent of the law. No director or officer of the Corporation shall be personally liable to the Corporation for monetary damages for conduct as

a director or officer; and no director or officer of the Corporation shall be liable to the Corporation or other person for any action taken or not taken as a director or officer if the director or officer acts in compliance with the standards of conduct for directors and officers set forth in Idaho Code Section 30-3-80; provided however, that this provision shall not eliminate the liability of a director or officer for any conduct for which liability may not be eliminated under Idaho Code Section 30-3-80, including liability of a director or officer for (a) breach of the duty of loyalty to the Corporation, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) any unlawful distribution, (d) any transaction from which the director or officer derived an improper personal benefit, or (e) any act or omission prohibited by Idaho Code Section 30-3-80 involving conflict of interest, loans or guarantees to directors or officers, or unlawful distributions. No amendment to these Articles that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director or officer for any act or omission which occurs prior to the effective date of the amendment.

#### ARTICLE XI

Upon the dissolution or final liquidation of the Corporation, after the payment or provision for payment of all of the liabilities of the Corporation, all of the remaining assets shall be distributed to one or more exempt organizations described in Section 501(c)(3), or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations as said court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE XII

These Articles may be amended by majority vote of the Directors then in office, provided that at least 10 days' and not more than 60 days' notice is first provided to each Director. The notice shall specify the time, date and place of the meeting, shall state that one of the purposes of the meeting is to consider one or more proposed amendments to the Articles, and shall contain or be accompanied by a copy or summary of the amendment(s). Once amended, the Corporation shall deliver to the Secretary of State articles of amendment, in accordance with Idaho Code Section 30-3-94.

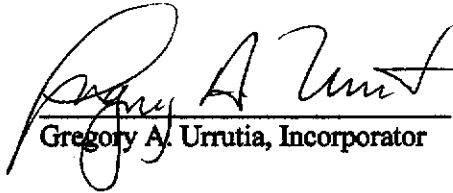
#### ARTICLE XIII

The address of the Corporation's initial registered office is 623 S. Kimball Avenue, Caldwell, Idaho 83605, and its initial registered agent at that location is Gregory A. Urrutia.

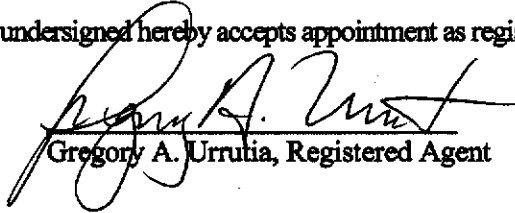
#### ARTICLE XIV

The name and address of the incorporator is Gregory A. Urrutia, 623 S. Kimball Avenue, Caldwell, Idaho 83605.

Executed as of this 08<sup>th</sup> day of February, 2009

  
Gregory A. Urrutia, Incorporator

The undersigned hereby accepts appointment as registered agent of the Corporation.

  
Gregory A. Urrutia, Registered Agent