

ARTICLES OF INCORPORATION

OF

HOME HEALTH PROFESSIONALS, INC.

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, natural persons over the age of eighteen years and citizens of the United States, do this day voluntarily form a corporation under the laws of the State of Idaho, as contained in Chapter 1 of Title 30, Idaho Code, entitled "General Business Corporation Act" and to that end we certify in writing:

ARTICLE I  
NAME

The name of the corporation shall be **HOME HEALTH PROFESSIONALS, INC.**

ARTICLE II  
PURPOSE AND POWERS

The purposes for which this corporation is organized are:

- (a) To engage in the business of providing hospice services, by providing supplies and services under the Nurse Practice Act of Idaho, administration and operation of Home Health Agency under applicable state and federal rules and regulations and other services.
- (b) To invest funds in real property, personal property, mortgages, stocks, bonds or any other types of investments and to own or lease real or personal property necessary for the rendering of such business; and
- (c) To engage in such other businesses which may be authorized or permitted by the General Business Corporation Act, any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act (Chapter 1 of Title 30, Idaho Code) and to the extent not inconsistent with the foregoing as may be permitted by the Idaho Business Corporation Act (Chapter 1 of Title 30, Idaho Code).

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**ARTICLE III  
DURATION**

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

**ARTICLE IV  
REGISTERED OFFICE**

The registered office of the corporation in the State of Idaho shall be located at 147 Main Avenue East, Twin Falls, Idaho 83301. Debra L. Gates shall be the registered agent at the address set forth above.

**ARTICLE V  
CORPORATE STOCK**

The aggregate number of common shares which the corporation shall have authority to issue is ten thousand (10,000), which shall have no par value.

**ARTICLE VI  
INCORPORATORS**

Following are the names and addresses of the incorporators of the corporation:

**NAME OF INCORPORATORS**

**ADDRESS**

Debra L. Gates-Mogelson  
President/Owner/Director

3527 Twin Falls Grade  
Kimberly, ID 83341

## **ARTICLE VII MANAGEMENT**

The business of the corporation shall be managed by a board of at least two (2) directors. A director shall hold office for the term for which he/she was named or elected and until their successor is elected and qualifies. Debra L. Gates-Mogelson, President/Owner/Director, 3527 Twin Falls Grade, Kimberly, Idaho 83341, and Stanley Mogelson, Secretary/Director, 3527 Twin Falls Grade, Kimberly, ID 83341, Barbara R. Bacon, Treasurer/Director, 225 Clear Springs Drive, Twin Falls, 83301, shall serve as the initial board of directors unless or until successors are elected and qualified. A majority of the Board of Directors shall constitute a quorum and shall have power to transact the business and exercise the corporate powers of the corporation as may be stated in the By-Laws of the corporation.

## **ARTICLE VIII PERSONAL LIABILITY LIMITATION**

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent, whatever, and the 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 IX BY-LAWS**

The initial By-Laws of the corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws, subject to repeal or change by action of the shareholders, shall be vested in the Board of Directors.

IN WITNESS WHEREOF, I have set my hand this 10<sup>th</sup> day of May, 2002.

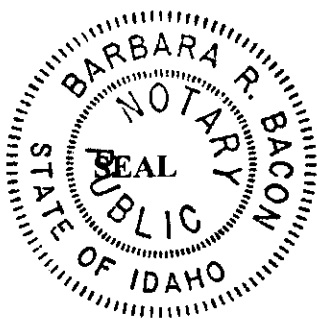
Debra L. Gates - Mogelson  
Debra L. Gates-Mogelson  
President/Owner/Director

5-10-2002  
Date

STATE OF IDAHO           )  
                                      )  
County of Twin Falls       ) ss:

On this 10<sup>th</sup> day of May, 2002 before me a Notary Public in and for said State, personally appeared Debra L. Gates-Mogelson, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

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



Barbara R. Bacon  
NOTARY PUBLIC FOR IDAHO  
Residing at: TWIN FALLS  
My Commission Expires: 3-30-07

IN WITNESS WHEREOF, I have set my hand this 10<sup>th</sup> day of May, 2002.

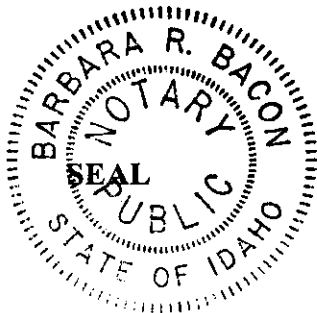
Stanley Mogelson  
Stanley Mogelson  
Secretary/Director

MAY 10 2002  
Date

STATE OF IDAHO           )  
                                      )  
County of Twin Falls       ) ss:

On this 10<sup>th</sup> day of May, 2002 before me a Notary Public in and for said State, personally appeared Stanley Mogelson, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

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



Barbara R Bacon  
NOTARY PUBLIC FOR IDAHO  
Residing at: TWIN FALLS  
My Commission Expires: 3-30-07

IN WITNESS WHEREOF, I have set my hand this 10<sup>th</sup> day of May, 2002.

Barbara R. Bacon

Barbara R. Bacon  
Treasurer/Director

5-10-02

Date

STATE OF IDAHO           )  
  )   ss:  
County of Twin Falls       )

On this 10 day of May, 2002 before me a Notary Public in and for said State, personally appeared Barbara R. Bacon, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

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

Sharon Palmer

NOTARY PUBLIC FOR IDAHO

Residing at: 9-25-04 Twin Falls

My Commission Expires: 9-25-04

SEAL