



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

AGELESS SENIOR CITIZENS, INC.

was filed in the office of the Secretary of State on the **fourteenth** day
of **August** **A. D. One Thousand Nine Hundred** **seventy-two** and
is ^{to be} duly recorded on ~~film~~ microfilm of Record of Domestic Corporations, of the State
of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and
Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
Perpetual Existence from the date hereof, with its registered office in this State located at

Kimberly, Idaho in the County of **Twin Falls**

and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative
Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **14th** day of **August**
A.D., 1972.

Secretary of State.

ARTICLES OF INCORPORATION

OF

AGELESS SENIOR CITIZENS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, Emma Boyer, Shirley Miller,
Esther O. Blei, Marie Fitzhugh, and Leone Lee Gosch.

all of Kimberly, Hansen, and Murtaugh, Idaho, all being residents and natural persons of the age of 21 years or more and citizens of the State of Idaho, and the United States of America, acting as incorporators of a corporation formed under and pursuant to the provisions of Title 30, Chapter 10 of the Idaho Code, do hereby adopt and execute the following articles of incorporation and do hereby certify and declare:

ARTICLE I.

That the name of said corporation is and shall be

AGELESS SENIOR CITIZENS, INC.

ARTICLE II.

The purpose for which this corporation is formed and is to be conducted and operated is as follows:

(a) To coordinate, conduct, maintain and operate an organization for the cultivation of friendship, the development of mutual interests, the sharing of social, educational and recreational projects, for all Senior Citizens in the Kimberly, Murtaugh, and Hansen area, and to transact all business properly connected with or incident to any or all of the objects and purposes of this corporation.

(b) To purchase, have, hold, lease, use and take possession of, own and enjoy any real or personal property necessary or incident to, or connect it with, the purposes of this corpora-

tion; and to sell, lease, alienate and dispose of the same at the pleasure of the corporation.

(c) To borrow or raise money for any of the purposes of this corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof, and of the interest thereon, by mortgage on, or pledge, conveyance or assignment in trust, of the whole or any part of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or obligations of the corporation.

(d) The above enumerated purposes shall also be considered a statement of powers, and this corporation may do each and every thing suitable or proper for the accomplishment or attainment of the corporation. In addition thereto, the corporation shall have and may exercise any other or further powers or privileges granted by the law of the State of Idaho to corporations of this character. The statements contained in each clause shall be in no way limited or restricted by reference to, or influence from the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, or declaration, or enumeration of specific powers or purposes herein enumerated shall be deemed to be exclusive, and it is hereby expressly declared that all other lawful powers, not inconsistent herewith, are included herein.

(e) The corporation need not carry out or engage in the pursuit of all of the foregoing purposes and powers, but it shall be sufficient if at any time the corporation is engaged in any one or more of such purposes and powers.

ARTICLE III.

(a) The location and post office address of the regis-

teed office of this corporation and the place where the principal place of business of this corporation is to be transacted is Kimberly, Idaho, 83341.

(b) The duration of this corporation shall be perpetual.

ARTICLE IV.

(a) This corporation shall not have any capital stock but shall admit members into the corporation upon the payment of a membership fee to be provided for in the bylaws of this corporation.

(b) Voting power of the members of this corporation shall be equal and each member shall have one vote only.

(c) This corporation is one which does not contemplate pecuniary gain or profit to the members thereof, and is not organized, and will not be conducted for the purpose, directly or indirectly, fixing the price, or regulation the production of any article of commerce, or of produce of the soil, or of consumption by the people.

(d) Membership in this corporation shall not be assignable and cannot be terminated or cancelled so long as the member complies with these Articles of Incorporation, the bylaws to be adopted hereunder and the rules and regulations adopted by the board of directors for the government of the members of this corporation.

(e) Dues and assessments may be levied against the members of this association by the board of directors as provided in the bylaws.

(f) The rights and interests of all members in this corporation shall be equal, and no member can have or acquire a greater interest than any other member.

(g) Membership in this corporation shall not be limited. The signers of these Articles of Incorporation shall be members of this corporation immediately upon adoption thereof. New members may be admitted upon compliance with the provisions provided therefor in the bylaws.

(h) Any person paying dues and of good moral character, professing a belief in the objectives and purposes of this corpora-

tion, may be admitted to membership as provided for in the bylaws.

(i) The members of this association shall never be or become liable for the payment of any of the debts or liabilities of the association, and the private property of the members shall not be subject to or liable for the payment of association debts to any extent whatever.

ARTICLE VI.

The government of this corporation, and the management of its affairs, shall be vested in a board of directors consisting of not less than five (5) nor more than fifteen (15) members, and within such limits, the number, qualifications, term of office, manner of election, and powers and duties of directors shall be fixed and may be altered from time to time, as may be provided for in the bylaws. The incorporators shall act in the capacity of directors of this corporation until their successors are elected and qualified.

The corporation shall have the right to prescribe through its bylaws for any matters and things pertaining to the directors, including the right to change the number thereof from time to time, not to exceed or be less than the number of directors set forth in these articles.

ARTICLE VII.

The annual meeting of this corporation shall be held at such time and place as may be provided for in the bylaws. Such other meetings of the members and of the board of directors shall be held as may be provided for in the bylaws.

ARTICLE VIII.

These Articles of Incorporation may be altered or amended by a two-thirds vote of all members of the corporation present at any regular meeting thereof, or any special meeting, called for that purpose, provided that a quorum, as specified in the bylaws of this association, or the laws of the State of Idaho, be present and notice of the proposed change has been given the members ten days before the meeting.

IN WITNESS WHEREOF, we have hereunto set our hands
this 11th day of August, 1972.

Emma Boyer

Shirley Miller

Esther O. Blei

Marie Fitzhugh

Leone Lee Gosch

STATE OF IDAHO }
County of Twin Falls, } ss.

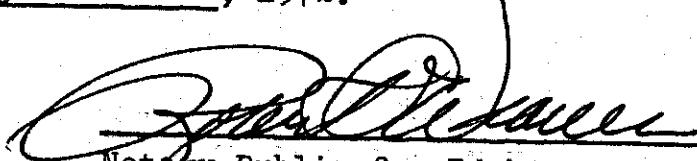
On this 11th day of August, 1972, before me, the
undersigned, a Notary Public, personally appeared _____

Emma Boyer, Shirley Miller, Esther O. Blei,

Marie Fitzhugh, and Leone Lee Gosch.

known to me to be the persons whose names are subscribed to the
foregoing instrument, and acknowledged to me that they executed
the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
seal this 11th day of August, 1972.


Notary Public for Idaho
Residing at Buhl, Idaho

NON PROFIT CORPORATION LICENSE



STATE OF IDAHO
OFFICE OF SECRETARY OF STATE
BOISE, IDAHO

LICENSE

NO. 045962

AGELESS SENIOR CITIZENS INC

HAVE PAID THE SUM OF

THREE AND NO/100 DOLLARS 3.00

The License Tax for the fiscal year ending June 30, 1973 in accordance with the provisions of Sections 30-603 and 30-604, Idaho Code, the said corporation is hereby granted authority to exercise its corporate rights within the State of Idaho, subject to existing laws, during the fiscal year, or fractional part thereof, for which said license tax was paid.

AUTHORIZED CAPITAL STOCK NONE

DATED THIS 1 ST DAY OF SEPTEMBER, 1972

Pete T. Cavanaugh

SECRETARY OF STATE

THIS IS YOUR LICENSE AND RECEIPT