

FILED EFFECTIVE

ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
STATE OF IDAHO

A FULL LIFE HOME HEALTH, LEWISTON, INC.

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation is A FULL LIFE HOME HEALTH, LEWISTON, INC.

**ARTICLE II
DURATION OF CORPORATION**

The duration of this corporation shall be perpetual.

**ARTICLE III
CORPORATE PURPOSE**

The purposes for which the corporation is organized are to carry out any lawful business for which corporations may be organized under the Idaho Business Corporations Act, and to exercise all powers granted to a corporation formed under that Act, including any amendments thereto or successor statute that may be hereinafter enacted.

**ARTICLE IV
CAPITALIZATION**

The aggregate number of shares this corporation shall have the authority to issue shall be 2000 shares of non-assessable voting common stock having no par value. Each share of stock shall be identical in interest.

**ARTICLE V
NO PREEMPTIVE RIGHTS**

The owners of shares of voting common stock of the corporation shall be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividend or otherwise.

**ARTICLE VI
NO CUMULATIVE VOTING**

There shall be no cumulative voting of shares.

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**ARTICLE VII
INCORPORATORS AND INITIAL DIRECTORS**

The Incorporator of the corporation is Kenneth Nyman, Anderson, Julian & Hull, LLP, 250 South 5th Street, Suite 700, Boise, ID 83707-7426. The Initial Directors of the corporation are Don Gross and Sandra Gross, whose addresses are 9297 N. Government Way, Hayden, ID 83835.

**ARTICLE VIII
AMENDMENT OF ARTICLES OF INCORPORATION**

The corporation reserves the right to amend, alter, change or repeal any provisions contained in its articles of incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the corporation are granted subject to this reservation.

**ARTICLE IX
REGISTERED OFFICE**

The name of the registered agent, and the address of the registered office of the corporation are:

Don Gross
9297 N. Government Way
Hayden, ID 83835

**ARTICLE X
BOARD OF DIRECTORS**

There shall be at least one director of this corporation, but not more than seven. The actual number may be set from time to time by the Board of Directors. The initial number of directors is two (2).

**ARTICLE XI
AMENDMENT TO BYLAWS**

The Board of Directors is expressly authorized to alter, amend or repeal the bylaws of the corporation and to adopt new bylaws, subject to repeal or change by majority vote of the shareholders. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the bylaws.

**ARTICLE XII
LIMITATION ON DIRECTOR LIABILITY**

To the fullest extent permitted by Idaho law, a director of this corporation shall not be liable to the corporation or its shareholders or to third parties for monetary damages for his or her conduct as a director. Any amendment to or repeal of this Article shall not adversely affect any

right of a director of this corporation hereunder with respect to any acts or omissions of the director occurring prior to amendment or repeal.

**ARTICLE XIII
CORPORATE PURCHASE OF SHARES**

To the fullest extent permitted by Idaho law and subject to the Shareholder Agreement and Bylaws of this corporation, the Corporation shall be entitled to purchase its own shares.

**ARTICLE XIV
INDEMNIFICATION**

To the fullest extent permitted by its bylaws and Idaho law this corporation is authorized to indemnify any of its officers, directors, employees and agents. The Board of Directors shall be entitled to determine the terms of indemnification, including advance of expenses, and to give effect thereto through the adoption of bylaws, approval of agreements, or by any other manner approved by the Board of Directors. Any amendment to or repeal of this Article shall not adversely affect any right of an individual with respect to any right to indemnification arising prior to such amendment or repeal.

**ARTICLE XV
TRANSACTIONS WITH INTERESTED PARTIES**

The corporation may enter into contracts and otherwise transact any business with the directors, officers, and shareholders, and with any entity in which they may have an interest adverse to the corporation, as freely as though such adverse interest does not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions.

In the absence of fraud, and with the notice required by the following paragraph, no such contract or transaction shall be avoided and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of such adverse interest or by reason of any fiduciary relationship to the corporation, for any profit or benefit realized by him through any such contract or transaction.

Directors and officers of the corporation shall notify the Board of Directors, at the meeting at which such contract or transaction is authorized or confirmed, of the nature of their adverse interest. A general notice that a director or officer of the corporation is interested in any entity shall be sufficient disclosure of such adverse interest. No notice shall be required if all directors have actual knowledge of the adverse interest.

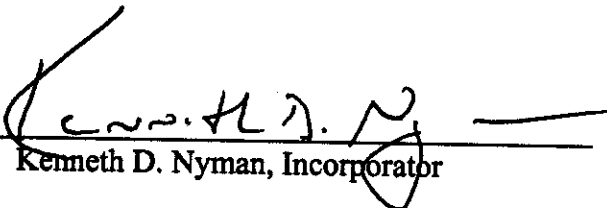
**ARTICLE XVI
1244 AND SUBCHAPTER S STATUS**

To the extent allowed by law, the common stock issued by this corporation shall be qualified under Section 1244 of the Internal Revenue Code, as amended, and shall be and hereby

is "1244" stock. To the extent allowed by law, it is the intention of the original shareholders and directors of this corporation that it shall qualify for Subchapter S status under the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand this 8th day of November, 2006.

A FULL LIFE HOME HEALTH, LEWISTON, INC.

By: 
Kenneth D. Nyman, Incorporator