

## 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

**IDAHO ADULT DAY CARE, INC.**

was filed in the office of the Secretary of State on the **ninth** day  
of **October** A. D. One Thousand Nine Hundred **seventy-five** and  
is ~~to be~~ recorded on ~~Film No.~~ **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  
**Boise, Idaho** in the County of **Ada**  
and as such are subject to the rights, privileges and limitations granted to Non-Profit Coopera-  
tive 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 **9th** day of **October**  
A.D., 19 **75**.

Secretary of State.

53201

ARTICLES OF INCORPORATION

OF

IDAHO ADULT DAY CARE, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes and objectives hereinafter stated, under and pursuant to the provisions of Chapter 10, Title 30, Idaho Code, and the acts amendatory thereof and supplemental thereto, do hereby associate ourselves together with such other persons as may associate themselves and their successors, for the purpose of incorporation, and do hereby certify as follows:

ARTICLE I

LEGAL AUTHORITY

This corporation is organized pursuant to the provisions of the Non-Profit Cooperative Association lawsoof the State of Idaho, Chapter 10, Title 30, Idaho Code.

ARTICLE II

NAME

The name of this corporation shall be IDAHO ADULT DAY CARE, INC.

ARTICLE III

OFFICE-PLACE OF BUSINESS

The principal place of business and registered address of this corporation in the State of Idaho shall be 5016 Morris Hill Rd. Boise, Idaho 83704. The corporation may also operate or

conduct business in other areas of the State of Idaho and in other states upon qualification to do business in said states as permitted or required by the laws of said states.

#### ARTICLE IV

##### DURATION

This corporation shall have perpetual duration.

#### ARTICLE V

##### SEAL

This corporation may have a corporate seal as approved by the Board of Directors.

#### ARTICLE VI

##### PURPOSES AND POWERS

Without limiting the general powers of the corporation, the purposes for which this corporation is formed are exclusively charitable, scientific and educational and consist of the following:

1. To provide within Idaho, and specifically in Boise, a center for daytime supportive services for ambulatory adults (eighteen years of age and over) who live alone or with working relatives, including companionship, meals and recreational and occupational therapy.
2. To provide for, and to aid and assist in, the education, provision for professional services, counselling and other services to said adults during the daytime while at the center and returning said individuals to their homes in the evenings.
3. To provide assistance and support for said adults and to provide an alternative to institutionalization of said adults.
4. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly

or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, agencies or entities.

B. In furtherance, but not in limitation, of the foregoing charitable, educational and scientific purposes, the Corporation shall have the following powers:

1. To establish a center in Boise, Idaho to serve individuals and organizations, groups and programs working with and for the above-defined purposes, with research and other data dealing with programs and concerns for the adult in need of supportive services.

2. To solicit, collect and receive money and other assets, and to administer funds and contributions received by grant, gift deed, bequest or devise, and otherwise to acquire money, securities, property, rights and services of every kind and description, and to hold, invest, expend, contribute, use, sell or otherwise dispose of any money, securities, property, rights or services so acquired for the purposes above mentioned.

3. To borrow money and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, and other corporate obligations, for moneys borrowed, or in payment for property acquired or for any of the purposes of the corporation, and to secure payment of any such obligation by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of or agreement in regard to all or any part of the property, rights or privileges of the Corporation.

4. To invest and reinvest its funds in such mortgages, bonds, notes, debentures, shares of preferred and common stock,

and any other securities of any kind whatsoever, and property, real, personal or mixed, tangible or intangible, all as the Corporation's Board of Directors shall deem advisable and as may be permitted by the laws of the State of Idaho.

5. To obtain information and conduct research, studies and analyses of the problems of adults needing daytime care or companionship in Boise, Idaho and prepare and publish reports, as to any and all matters that may be of use in furthering the expansion of the purposes and objectives abovementioned, including information, research, studies, analyses and reports.

6. To encourage citizen, legislative and administrative action toward the development of humanistic adult day care programs within Boise and the State of Idaho.

7. To engage in any and all other activities which will directly or indirectly assist said adult citizens within Idaho.

8. To exercise all other rights and powers conferred upon corporations formed under the Nonprofit Corporation Law of the State of Idaho, provided, however, that the Corporation shall not engage in any activities or exercise any powers, including those specifically mentioned herein, that are not in furtherance of the specific and primary charitable, educational, and scientific purposes of the corporation.

C. All of the foregoing purposes and powers shall be exercised exclusively for charitable, scientific, and educational purposes in such manner that the Corporation shall qualify as an exempt organization under section 501(c) (3) of the Internal Revenue Code of 1954 and as they are currently and shall hereafter be in force and effect.

The above enumerated purposes and powers set out by these Articles of Incorporation are to be construed and interpreted as specifying purposes and objectives as well as general powers and

authority of the corporation, and it is hereby expressly provided that said specification of purposes and objectives as well as general powers and authority shall not be construed and interpreted to in any manner restrict or limit the lawful exercise of the full general powers and authority of the corporation under and pursuant to the provisions of the general corporation laws of the State of Idaho, and more particularly, Section 30-11 Chapter 10 of Title 30, Idaho Code, and the acts amendatory thereof, supplemental thereto, and substituted therefor. The specification of purposes and powers of these Articles of Incorporation shall not, except as otherwise expressly provided, be limited or restricted in any way by reference therein or by inference to be drawn from the provisions or terms of any other paragraph, subparagraph or clause of these Articles of Incorporation.

#### ARTICLE VII

##### NON-POLITICAL PURPOSE

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal and state income taxes under section 501(c)(3) of the Internal Revenue Code of 1954 and any appropriate section of applicable state laws as the same may be amended from time to time.

#### ARTICLE VIII

##### CERTIFICATES OF MEMBERSHIP

This corporation shall have no capital stock, but shall issue certificates of membership. The certificates shall be non-

assignable, and the voting rights of all members shall be equal, and no member may have or acquire a greater interest therein than any other member. Each member shall have one vote. A quorum of members for any membership meeting of the corporation shall be not less than 15% of all members of the Corporation. The time and place of the annual meeting of members, the authorized number and qualifications of Members of the Corporation, the different classes of membership if any, the property, voting and other rights and privileges of Members and their liability to dues and assessments and the method of collection thereof, shall be as set forth in the ByLaws so long as consistent with these Articles of Incorporation.

#### ARTICLE IX

##### LIMITED LIABILITY

The private property of the members of the corporation shall not be subject to the payment of corporate debts and no member shall become individually liable or responsible for any debts or liabilities of the corporation.

#### ARTICLE X

##### BOARD OF DIRECTORS

The control and management of the affairs of this corporation shall be vested in a Board of Directors. The number, eligibility, and other qualifications of Directors shall be as provided in By-Laws of the Corporation but there shall be not less than three (3) nor more than twenty (20) directors, who shall be elected as specified in the By-Laws.

The names and addresses of the persons who are appointed to act in the capacity of Directors until the election of their successors and who will serve as incorporators hereof are:

<u>NAME</u>	<u>ADDRESS</u>
1. Christine J. Minshall	8625 Cory Lane - Boise

- |                       |                               |
|-----------------------|-------------------------------|
| 2. William J Sciefers | 4100 Greenbrier Drive - Boise |
| 3. Mary Ann Seitz     | 2918 So. Pond - Boise         |
| 4. Norman J. Brown    | 4655 Berkshire Dr. - Boise    |
| 5. Christine Manuel   | 917 Houston Drive - Boise     |

## ARTICLE XI

### OFFICERS

The Board of Directors may elect officers of the Corporation as specified in the By-Laws.

## ARTICLE XII

### NON-PROFIT PURPOSE

The Corporation is formed solely for charitable, educational, and scientific purposes. The Corporation is not organized, nor shall it be operated for the primary purpose of generating pecuniary gain or profit, and it will not distribute any gains, profits, or dividends to the Members thereof, or to any individual, 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 its specific and primary purposes. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable, educational, and scientific purposes, and no part of the profit or net income of the Corporation shall inure to the benefit of any Director, Officer, or Member thereof or to the benefit of any individual.

## ARTICLE XIII

### DISSOLUTION

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization and used exclusively to accomplish the general purposes for which this Corporation is organized. If the



Corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the District Court of the county in which the Corporation's office is located upon petition therefor by any person concerned in the liquidation.

#### ARTICLE XIV

##### TAX STATUS

In the event that this Corporation shall become a private foundation within the meaning of section 509 of the Internal Revenue Code of 1954, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and shall not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

#### ARTICLE XV

##### LIABILITY OF DIRECTORS AND OFFICERS

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit

or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

IN WITNESS WHEREOF, we, the undersigned, state and acknowledge that we have joined together to incorporate this corporation under Chapter 10, Title 30, Idaho Code.

DATED this 3rd day of October, 1975.

NAME

ADDRESS

Christine J. Marshall

8625 Cory Lane

William K. Seiter

4100 Greengarden Drive

Mary Ann Seitz

2918 So. Pond Boise

Norman T. Brown

4655 Berkshire

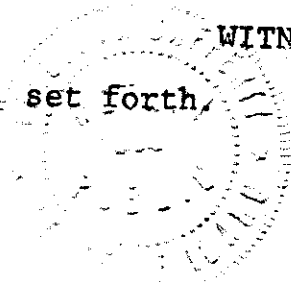
Christine  
Chris Manuel

917 Houston Drive Boise

STATE OF IDAHO }  
County of Ada } ss

Before me, a Notary Public, within and for said County and State, on this \_\_\_\_ day of September, 1975, personally appeared, Christine J. Marshall, Christine Manuel, William K. Seiter, Norman T. Brown, and Mary Ann Seitz, known to me to be persons whose names are subscribed to the within Articles of Incorporation and acknowledged to me that they executed the same.

WITNESS MY HAND AND OFFICIAL SEAL the day and year above set forth.



Virginia Cafferty  
Notary Public for Idaho  
Residence:  
My commission expires: July 23, 1977