

FILED**ARTICLES OF AMENDMENT AND RESTATEMENT
(Non-Profit)**

99 SEP 23 PM 2:47

STATE OF IDAHO

To the Secretary of State of the State of Idaho**Pursuant to Title 30, Chapter 3, Idaho Code, the undersigned non-profit corporation amends and restates its articles of incorporation as follows:**

1. The name of the corporation is: Valley Vista Care Corporation.
2. The text of the amended and restated articles is as follows:

See attached.

3. The date of the adoption of the amendment was: September 27, 1999.
4. Manner of adoption:

The amended and restated articles of incorporation were approved by the corporation's board of directors and members. Pursuant to Idaho Code §30-3-94(8), the amended and restated articles of incorporation:

- (1) Required approval by the members of the corporation, which was unanimously given;
- (2) Required approval by the board of directors of the corporation, which was unanimously given; and
- (3) Does not require approval by any other person.

DATED: September 28, 1999**Signed by:** *Jack Sefert***Its President, Board of Directors****Customer Account #20522 (Prepaid account)**
vcc/artamend.wpd

IDAHO SECRETARY OF STATE

09/28/1999 09:00
CK: none CT: 1177 DH: 2535921 @ 30.00 = 30.00 NON PROF A # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C 81542

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
VALLEY VISTA CARE CORPORATION**

Pursuant to the provisions of Idaho Nonprofit Corporation Act, Chapter 3, Title 30, of the Idaho Code (the "Act"), Valley Vista Care Corporation ("Corporation") hereby amends its Articles of Incorporation and restates them as the Second Amended and Restated Articles of Incorporation.

FIRST: The name of the Corporation is Valley Vista Care Corporation.

SECOND: The following restatement of Articles I, III, IV and V, the amendment to their entirety to Articles II, VI, VII and VIII, and the addition of a new Article IX to the Articles of Amendment of Articles of Incorporation of Valley Vista Care Corporation, were adopted by the directors and members of the Corporation in the manner provided by the Act.

Article I. Name

The name of the Corporation is Valley Vista Care Corporation.

Article II. Purposes

The purposes for which the Corporation is organized and will be operated are as follows.

A. To operate and maintain a Christian health care housing facility for the elderly and infirm in the form of long term nursing home care, shelter care and apartment living. The Corporation has a further purpose to promote any and all other activities that are consistent with the operation and maintenance of a Christian health care facility, and consistent with any other lawful purpose or purposes of the Act.

B. To lease, procure office space, material and equipment for the carrying out of any of the purposes of the Corporation, and to hire any personnel required to meet the goals of this Corporation.

C. To pursue charitable, religious, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

[Handwritten signatures]
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D. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on.

E. No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons 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 II hereof. Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes set forth in Article II hereof. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Article III. Period of Duration

The period of duration of the Corporation is perpetual.

Article IV. Nonprofit Status

The corporation is not for profit.

Article V. Registered Office and Agent

The address of the Corporation's initial registered office in the State of Idaho is 10 Milwaukee Road, City of St. Maries, County of Benewah, State of Idaho, 83861. The name of the Corporation's initial registered agent at such address is Jeanne M. Robinson.

[Handwritten signatures and initials]
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Article VI. No Members

The Corporation shall not have any members.

Article VII. Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) persons, as determined by the Board from time to time. The Directors shall be selected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

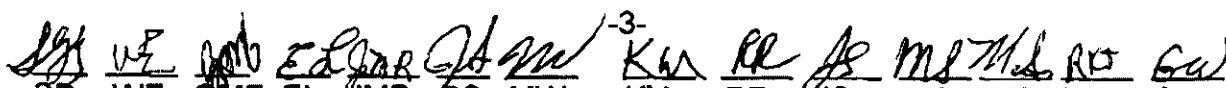
Article VIII. Distribution on Dissolution

At the time of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation consistent with the purposes of the Corporation. In doing so, the Board of Directors shall distribute such assets among so many of the nonprofit organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

Article IX. Bylaws

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Bylaws may be amended by majority vote of the Board of Directors.

THIRD: It is hereby certified pursuant to the Act that these Second Amended and Restated Articles of Incorporation contain amendments to the Articles of Amendment of Articles of Incorporation of Valley Vista Care Corporation which require member approval. The number of members of the Corporation at the time of the adoption of these Second Amended and Restated Articles of Incorporation was seven (7) and the number of members entitled to vote thereon was seven (7).


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FOURTH: The number of members that voted for these Second Amended and Restated Articles of Incorporation was all and the number that voted against them was none. The number of directors that voted for these Second Amended and Restated Articles of Incorporation was all and the number that voted against them was none.

READ AND APPROVED:

Scott Burpee
Scott Burpee, Member
Date: 9-24-99

Kay Z. Miller
Kay Miller, Director
Dated: 9/24/99

William Eimers
William Eimers, Member
Date: 9-15-99

Ruth Rathbun
Ruth Rathbun, Director
Dated: 9/24/99

Reverend Gary M. Foster
Reverend Gary M. Foster, Member
Date: 9-14-99

Jack Safrit
Jack Safrit, Director
Dated: 9-24-99

Eugene Lowry
Eugene Lowry, Member
Date: 9-21-99

Michelle Slack
Michelle Slack, Director
Dated: 9-24-99

Jeanne M. Robinson
Jeanne M. Robinson, Member
Date: 9-22-99

Mike Stokes
Mike Stokes, Director
Dated: 9/24/99

Richard Schumacker
Richard Schumacker, Member
Date: 9-15-99

Dr. Richard Thurston, MD
Dr. Richard Thurston, Director
Dated: 9-24-99

Marvin Wheeler
Marvin Wheeler, Member
Date: 9/27/99

Gwen Wadley
Gwen Wadley, Director
Dated: 9-24-99

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**RESOLUTION OF THE MEMBERS
OF
VALLEY VISTA CARE CORPORATION**

BE IT RESOLVED by the Members of the Valley Vista Care Corporation ("the Corporation") that the composition and election of all Members of the Corporation's Board of Directors from date of Incorporation of June 16, 1986, to date hereof be confirmed and approved as if they had been elected by the undersigned Members who constitute all the existing Members of the Corporation.

BE IT FURTHER RESOLVED that shortly after execution of this Resolution, that the Members vote to adopt the Second Amended and Restated Articles of Incorporation of Valley Vista Care Corporation and from that time thereon the Corporation shall have no Members.

READ AND APPROVED:



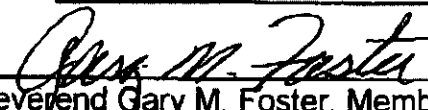
Scott Burpee, Member

Date: 9-24-99



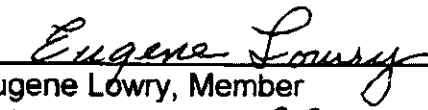
William Eimers, Member

Date: 9-15-99



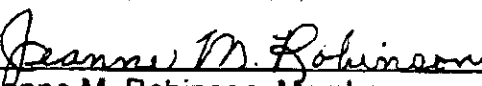
Reverend Gary M. Foster, Member

Date: 9-14-99



Eugene Lowry, Member

Date: 9-21-99



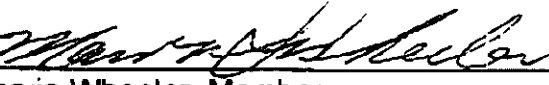
Jeanne M. Robinson, Member

Date: 9-22-99



Richard Schumacker, Member

Date: 9-15-99



Marvin Wheeler, Member

Date: 9-22-99