

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

DEARING-LOAR, INC.
File number C 112257

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: October 5, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Carla Seibel*

Oct 5 4 26 PM '95

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

DEARING-LOAR, Inc.

IDAHO SECRETARY OF STATE

10/6/95 9:00:00 AM
Customer # 15879
IVC960017548 16384
CORPORATION PROFIT

1 @ 100.00 = 100.00

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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being citizens of the United States, and being of legal age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho and for that purpose we do hereby certify as follows:

ARTICLE I

That the name of this corporation shall be: Dearing-Loar, Inc.

ARTICLE II

That the term of the existence of this corporation shall be perpetual.

ARTICLE III

That the initial registered office of this corporation is 1109 Main Street, Suite 500, Boise, Idaho, and initial principal place for transaction of its business is hereby designated as Black Mesa Farms, Black Mesa Road, City of Glenns Ferry, County of Elmore, State of Idaho. The initial registered agent of this corporation and his address is: Eric L. Haff, Hyde, Wetherell, Bray, Haff & French, A Professional Company, 1109 Main Street, Suite 500, Boise, Idaho.

ARTICLE IV

The objects and purposes for which this corporation is formed are, as principal, agent or otherwise, to do in the State of Idaho and any other state, territory or country, any and every of the things herein set forth to the same extent as natural persons might or could do, but this corporation shall have the authority to perform such acts as are necessary or proper to accomplish its purposes and which are not repugnant to law, in furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, and we do hereby expressly provide that the corporation shall have power:

IDAHO SECRETARY OF STATE
10/6/95 9:00:00 AM
Customer # 15879
IVC960017548 49152
CORPORATION EXPEDITED SUR CHARGE

1 @ 20.00 = 20.00

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- A. To operate a home health care facility;
- B. To buy, sell, own and manage real property of every kind and character and do all lawful things in regard thereto;
- C. To enter into, make, perform and carry out contracts of every kind, amount and character with any person, firm, association or corporation;
- D. To purchase, own, sell, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, personal and real property of every kind and character, debts, dues, and demands, or chooses in action, and each and every kind of personal property, evidence of debts, bonds, stocks of this and other corporations, both public and private, which the corporation may deem necessary and convenient for its business or otherwise, including the purchase and sale of its own common stock which has theretofore been issued to a stockholder;
- E. To borrow and lend money from and to any person, firm, association, and to make, take and execute notes, mortgages, bonds, deeds of trust, debenture bonds or other evidences of indebtedness to secure payment thereof or by any other lawful manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness to secure payment thereof or by any other lawful manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness for the use and benefit of said corporation or otherwise;
- F. To own, hold, lease or sublet, or to conduct on its own account or for any person, firm, association or corporation, all and every kind of merchandise, business or pursuit, necessary or proper to carry on an account of the business of said corporation;
- G. To build, repair, reconstruct, locate or relocate any and all necessary buildings of any kind or character and at any place proper or convenient to carry on any or all of the business of said corporation;
- H. To also have, in addition to said foregoing powers, all authority, powers and rights granted by the laws of the State of Idaho and any amendments thereof;
- I. To enter into any sort of partnership with any person, corporate or otherwise, and to guarantee the contract, debt, obligation or liability of any person, corporate or otherwise;

J. To do and perform every act and thing necessary to carry out the above enumerated purposes, or which may be calculated, directly or indirectly, to advance the interests of the company, or to enhance the value of its stock, holdings and property of every kind and character.

ARTICLE V

The number of directors constituting the initial Board of Directors of the corporation is three (3) and the names and addresses of the persons who are to serve as the directors until the first Annual Meeting of Shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Rodger Klayton Dearing	1381 N. Miami Circle Salt Lake City, UT 84116
Shane Merrill Loar	3109 N. 2200 West Salt Lake City, UT 84116
Donald Joseph Bryant	Black Mesa Farms Black Mesa Road Glenns Ferry, Idaho 83623

Thereafter, the number of directors shall be as fixed in the Bylaws.

ARTICLE VI

The total number of shares of stock which the corporation shall have the authority to issue shall be Ten Thousand (10,000) shares of common stock, all of one class, of the par value of One Dollar (\$1.00) per share, the only capitalization of this corporation, for a total capitalization of Ten Thousand (\$10,000) Dollars. Each share of common stock shall have the same rights, privileges and voting powers and the same shall be fully paid and nonassessable. Said shares shall have preemptive rights.

In all elections for Directors of this corporation, every Shareholder shall have the right to vote in person or by proxy the number of shares of stock owned by him for as many persons as there are Directors to be elected or to cumulate his said shares and give any one candidate as many votes as the number of Directors multiplied by the number of his shares of stock shall equal, or to distribute them on the same principle among as many candidates as he shall think fit, and such Directors shall not be elected in any other manner.

ARTICLE VII

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Rodger Klayton Dearing	1381 N. Miami Circle Salt Lake City, UT 84116
Shane Merrill Loar	3109 N. 2200 West Salt Lake City, UT 84116

ARTICLE VIII

The private property of the Shareholders of the corporation shall not be subject to any payment of corporate debts to any extent whatever, except every Shareholder is individually and personally liable for the debts and liabilities of the corporation to the full amount unpaid upon any subscription to shares of stock made by him as provided in Section 30-1-25, Idaho Code, Annotated, and as such may be amended.

ARTICLE IX

The corporation reserves the right to amend, endorse, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, by a majority vote of the Shareholders represented in person or by proxy at any annual meeting of the Shareholders or at any special meeting duly called for that purpose, excepting only where the laws of the State of Idaho otherwise provide.

5 IN WITNESS WHEREOF, we have hereunto set my hand and seal this day of October, 1995.



Rodger Klayton Dearing



Shane Merrill Loar